

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme **Burgundy Diamond Mines Limited**ACN/ARSN **160 017 390****1. Details of substantial holder (1)**Name **Brigade Capital Management, LP on behalf of itself and each other entity identified in the Annexures to this form**

ACN/ARSN (if applicable)

The holder became a substantial holder on **30/06/2023****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORD	204,029,997	204,029,997	14.41%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure C	

Signature

print name **Aaron Daniels** capacity **Authorised Signatory**

sign here  date **03 / 07 / 2023**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 2 pages referred to in form 603 Notice of Initial Substantial Shareholder



3 July 2023

Aaron Daniels

Authorised Signatory

3. Details of Relevant Interests

4. Details of Present Registered Holders

6. Associates

Holder of relevant interests Name and ACN/ARSN (if applicable)	Nature of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of Securities	Person's vote	Nature of association	
Big River Group Fund SPC LLC	See Note 1	Big River Group Fund SPC LLC	Big River Group Fund SPC LLC	ORD	406,053	406,053	Investment fund or account managed by Brigade Capital Management, LP
Brigade Credit Fund II, Ltd.	See Note 1	Brigade Credit Fund II, Ltd.	Brigade Credit Fund II, Ltd.	ORD	12,609,013	12,609,013	Investment fund or account managed by Brigade Capital Management, LP
Brigade Diversified Credit CIT	See Note 1	Brigade Diversified Credit CIT	Brigade Diversified Credit CIT	ORD	833,477	833,477	Investment fund or account managed by Brigade Capital Management, LP
Brigade Leveraged Capital Structures Fund Ltd	See Note 1	Brigade Leveraged Capital Structures Fund Ltd	Brigade Leveraged Capital Structures Fund Ltd	ORD	9,766,642	9,766,642	Investment fund or account managed by Brigade Capital Management, LP
Brigade Opportunistic Credit LBG Fund Ltd.	See Note 1	Brigade Opportunistic Credit LBG Fund Ltd.	Brigade Opportunistic Credit LBG Fund Ltd.	ORD	6,823,827	6,823,827	Investment fund or account managed by Brigade Capital Management, LP
City of Phoenix Employees' Retirement Plan	See Note 1	City of Phoenix Employees' Retirement Plan	City of Phoenix Employees' Retirement Plan	ORD	373,996	373,996	Investment fund or account managed by Brigade Capital Management, LP
Delta Master Trust	See Note 1	Delta Master Trust	Delta Master Trust	ORD	812,106	812,106	Investment fund or account managed by Brigade Capital Management, LP
FCA US LLC Master Retirement Trust	See Note 1	FCA US LLC Master Retirement Trust	FCA US LLC Master Retirement Trust	ORD	780,049	780,049	Investment fund or account managed by Brigade Capital Management, LP
Fedex Corporation Employees' Pension Trust	See Note 1	Fedex Corporation Employees' Pension Trust	Fedex Corporation Employees' Pension Trust	ORD	1,731,068	1,731,068	Investment fund or account managed by Brigade Capital Management, LP
Future Directions Credit Opportunities Fund	See Note 1	Future Directions Credit Opportunities Fund	Future Directions Credit Opportunities Fund	ORD	1,228,845	1,228,845	Investment fund or account managed by Brigade Capital Management, LP
Goldman Sachs Trust II – Goldman Sachs Multi-Manager Non-Core Fixed Income Fund	See Note 1	Goldman Sachs Trust II – Goldman Sachs Multi-Manager Non-Core Fixed Income Fund	Goldman Sachs Trust II – Goldman Sachs Multi-Manager Non-Core Fixed Income Fund	ORD	1,239,530	1,239,530	Investment fund or account managed by Brigade Capital Management, LP
JPMorgan Chase Retirement Plan Brigade Bank Loan	See Note 1	JPMorgan Chase Retirement Plan Brigade Bank Loan	JPMorgan Chase Retirement Plan Brigade Bank Loan	ORD	480,852	480,852	Investment fund or account managed by Brigade Capital Management, LP
JPMorgan Chase Retirement Plan Brigade	See Note 1	JPMorgan Chase Retirement Plan Brigade	JPMorgan Chase Retirement Plan Brigade	ORD	427,424	427,424	Investment fund or account managed by Brigade Capital Management, LP
Los Angeles County Employees Retirement Association	See Note 1	Los Angeles County Employees Retirement Association	Los Angeles County Employees Retirement Association	ORD	3,205,681	3,205,681	Investment fund or account managed by Brigade Capital Management, LP
Mediolanum Best Brands	See Note 1	Mediolanum Best Brands	Mediolanum Best Brands	ORD	3,109,511	3,109,511	Investment fund or account managed by Brigade Capital Management, LP
New York City Fire Department Pension Fund, Subchapter Two	See Note 1	New York City Fire Department Pension Fund, Subchapter Two	New York City Fire Department Pension Fund, Subchapter Two	ORD	299,197	299,197	Investment fund or account managed by Brigade Capital Management, LP
New York City Police Pension Fund, Subchapter 2	See Note 1	New York City Police Pension Fund, Subchapter 2	New York City Police Pension Fund, Subchapter 2	ORD	577,023	577,023	Investment fund or account managed by Brigade Capital Management, LP
Northrop Grumman Pension Master Trust	See Note 1	Northrop Grumman Pension Master Trust	Northrop Grumman Pension Master Trust	ORD	544,966	544,966	Investment fund or account managed by Brigade Capital Management, LP
Panther BCM LLC	See Note 1	Panther BCM LLC	Panther BCM LLC	ORD	4,787,151	4,787,151	Investment fund or account managed by Brigade Capital Management, LP
Platinum Peregrine A 2012 RSC Limited	See Note 1	Platinum Peregrine A 2012 RSC Limited	Platinum Peregrine A 2012 RSC Limited	ORD	3,825,446	3,825,446	Investment fund or account managed by Brigade Capital Management, LP
SAS Trustee Corporation Pooled Fund	See Note 1	SAS Trustee Corporation Pooled Fund	SAS Trustee Corporation Pooled Fund	ORD	2,908,621	2,908,621	Investment fund or account managed by Brigade Capital Management, LP
SC Credit Opportunities Mandate LLC	See Note 1	SC Credit Opportunities Mandate LLC	SC Credit Opportunities Mandate LLC	ORD	1,004,447	1,004,447	Investment fund or account managed by Brigade Capital Management, LP

Holder of relevant interests Name and ACN/ARSN (if applicable)	Nature of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of Securities	Person's vote	Nature of association
SEI Global Master Fund plc – the SEI High Yield Fixed Income Fund	See Note 1	SEI Global Master Fund plc – the SEI High Yield Fixed Income Fund	SEI Global Master Fund plc – the SEI High Yield Fixed Income Fund	ORD 1,463,928	1,463,928	Investment fund or account managed by Brigade Capital Management, LP
SEI Institutional Investments Trust – High Yield Bond Fund	See Note 1	SEI Institutional Investments Trust – High Yield Bond Fund	SEI Institutional Investments Trust – High Yield Bond Fund	ORD 3,227,052	3,227,052	Investment fund or account managed by Brigade Capital Management, LP
SEI Institutional Investments Trust – High Yield Bond Fund	See Note 1	SEI Institutional Investments Trust – High Yield Bond Fund	SEI Institutional Investments Trust – High Yield Bond Fund	ORD 2,083,693	2,083,693	Investment fund or account managed by Brigade Capital Management, LP
SEI Institutional Managed Trust – Multi-Strategy Alternative Fund	See Note 1	SEI Institutional Managed Trust – Multi-Strategy Alternative Fund	SEI Institutional Managed Trust – Multi-Strategy Alternative Fund	ORD 450,932	450,932	Investment fund or account managed by Brigade Capital Management, LP
TCorplM High Yield Fund	See Note 1	TCorplM High Yield Fund	TCorplM High Yield Fund	ORD 4,413,154	4,413,154	Investment fund or account managed by Brigade Capital Management, LP
Teachers' Retirement System of the City of New York	See Note 1	Teachers' Retirement System of the City of New York	Teachers' Retirement System of the City of New York	ORD 1,987,522	1,987,522	Investment fund or account managed by Brigade Capital Management, LP
The Coca-Cola Company Master Retirement Trust	See Note 1	The Coca-Cola Company Master Retirement Trust	The Coca-Cola Company Master Retirement Trust	ORD 3,398,022	3,398,022	Investment fund or account managed by Brigade Capital Management, LP
Arctic Canadian Diamond Holding, LLC	See Note 2	Arctic Canadian Diamond Holding, LLC	Arctic Canadian Diamond Holding, LLC	ORD 129,230,769	129,230,769	Associate of Brigade Capital Management, LP
Brigade Capital Management, LP	See Note 1 and Note 2	The registered holders of securities listed above	The registered holders of securities listed above	ORD 204,029,997	204,029,997	N/A
Each related body corporate of Brigade Capital Management, LP other than the entities specified in the preceding rows	See Note 3	The registered holders of securities listed above	The registered holders of securities listed above	ORD 204,029,997	204,029,997	Related body corporate of Brigade Capital Management, LP

¹ Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager.

² Deemed relevant interest by virtue of certain funds and accounts managed by Brigade Capital Management, LP having greater than 20% of the voting power in the registered holder of the securities.

³ Deemed relevant interest by reason of being a related body corporate of Brigade Capital Management, LP.

This is Annexure B of 1 page referred to in form 603 Notice of Initial Substantial Shareholder



3 July 2023

Aaron Daniels
Authorised Signatory


5. Consideration

Burgundy Diamond Mines Limited (BDM)					
Holder of relevant interest	Date of Acquisition	Consideration Non-cash	Class and number of securities affected	Person's votes affected	
Big River Group Fund SPC LLC	30-June-2023	See Note 1 below	ORD	406,053	406,053
Brigade Credit Fund II, Ltd.	30-June-2023	See Note 1 below	ORD	12,609,013	12,609,013
Brigade Diversified Credit CIT	30-June-2023	See Note 1 below	ORD	833,477	833,477
Brigade Leveraged Capital Structures Fund Ltd	30-June-2023	See Note 1 below	ORD	9,766,642	9,766,642
Brigade Opportunistic Credit LBG Fund Ltd.	30-June-2023	See Note 1 below	ORD	6,823,827	6,823,827
City of Phoenix Employees' Retirement Plan	30-June-2023	See Note 1 below	ORD	373,996	373,996
Delta Master Trust	30-June-2023	See Note 1 below	ORD	812,106	812,106
FCA US LLC Master Retirement Trust	30-June-2023	See Note 1 below	ORD	780,049	780,049
Fedex Corporation Employees' Pension Trust	30-June-2023	See Note 1 below	ORD	1,731,068	1,731,068
Future Directions Credit Opportunities Fund	30-June-2023	See Note 1 below	ORD	1,228,845	1,228,845
Goldman Sachs Trust II – Goldman Sachs Multi-Manager Non-Core Fixed Income Fund	30-June-2023	See Note 1 below	ORD	1,239,530	1,239,530
JP Morgan Chase Retirement Plan	30-June-2023	See Note 1 below	ORD	480,852	480,852
Brigade Bank Loan					
JPMorgan Chase Retirement Plan Brigade	30-June-2023	See Note 1 below	ORD	427,424	427,424
Los Angeles County Employees Retirement Association	30-June-2023	See Note 1 below	ORD	3,205,681	3,205,681
Mediolanum Best Brands	30-June-2023	See Note 1 below	ORD	3,109,511	3,109,511
New York City Fire Department Pension Fund, Subchapter Two	30-June-2023	See Note 1 below	ORD	299,197	299,197
New York City Police Pension Fund, Subchapter 2	30-June-2023	See Note 1 below	ORD	577,023	577,023
Northrop Grumman Pension Master Trust	30-June-2023	See Note 1 below	ORD	544,966	544,966
Panther BCM LLC	30-June-2023	See Note 1 below	ORD	4,787,151	4,787,151
Platinum Peregrine A 2012 RSC Limited	30-June-2023	See Note 1 below	ORD	3,825,446	3,825,446
SAS Trustee Corporation Pooled Fund	30-June-2023	See Note 1 below	ORD	2,908,621	2,908,621
SC Credit Opportunities Mandate LLC	30-June-2023	See Note 1 below	ORD	1,004,447	1,004,447
SEI Global Master Fund plc – the SEI High Yield Fixed Income Fund	30-June-2023	See Note 1 below	ORD	1,463,928	1,463,928
SEI Institutional Investments Trust – High Yield Bond Fund	30-June-2023	See Note 1 below	ORD	3,227,052	3,227,052
SEI Institutional Investments Trust – High Yield Bond Fund	30-June-2023	See Note 1 below	ORD	2,083,693	2,083,693
SEI Institutional Managed Trust – Multi-Strategy Alternative Fund	30-June-2023	See Note 1 below	ORD	450,932	450,932
TCorpIM High Yield Fund	30-June-2023	See Note 1 below	ORD	4,413,154	4,413,154
Teachers' Retirement System of the City of New York	30-June-2023	See Note 1 below	ORD	1,987,522	1,987,522
The Coca-Cola Company Master Retirement Trust	30-June-2023	See Note 1 below	ORD	3,398,022	3,398,022
Arctic Canadian Diamond Holding, LLC	30-June-2023	See Note 2 below	ORD	129,230,769	129,230,769

¹ Partial consideration for the prepayment of second lien loans due to the holder of relevant interest, in its capacity as a second lien lender to Arctic Canadian Diamond Company Ltd.

² Partial consideration for the sale by Arctic Canadian Diamond Holding, LLC of 100% of its interest in Arctic Canadian Diamond Company Ltd. to Burgundy Diamond Mines Limited.

This is Annexure C of 1 page referred to in form 603 Notice of Initial Substantial Shareholder



3 July 2023

Aaron Daniels
Authorised Signatory

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Brigade Capital Management, LP	399 Park Avenue, 16th Floor New York, NY 10022
Big River Group Fund SPC LLC	399 Park Avenue, 16th Floor New York, NY 10022
Brigade Credit Fund II, Ltd.	399 Park Avenue, 16th Floor New York, NY 10022
Brigade Diversified Credit CIT	399 Park Avenue, 16th Floor New York, NY 10022
Brigade Leveraged Capital Structures Fund Ltd	399 Park Avenue, 16th Floor New York, NY 10022
Brigade Opportunistic Credit LBG Fund Ltd.	399 Park Avenue, 16th Floor New York, NY 10022
City of Phoenix Employees' Retirement Plan	399 Park Avenue, 16th Floor New York, NY 10022
Delta Master Trust	399 Park Avenue, 16th Floor New York, NY 10022
FCA US LLC Master Retirement Trust	399 Park Avenue, 16th Floor New York, NY 10022
Fedex Corporation Employees' Pension Trust	399 Park Avenue, 16th Floor New York, NY 10022
Future Directions Credit Opportunities Fund	399 Park Avenue, 16th Floor New York, NY 10022
Goldman Sachs Trust II - Goldman Sachs Multi-Manager Non-Core Fixed Income Fund	399 Park Avenue, 16th Floor New York, NY 10022
JPMorgan Chase Retirement Plan Brigade Bank Loan	399 Park Avenue, 16th Floor New York, NY 10022
JPMorgan Chase Retirement Plan Brigade	399 Park Avenue, 16th Floor New York, NY 10022
Los Angeles County Employees Retirement Association	399 Park Avenue, 16th Floor New York, NY 10022
Mediolanum Best Brands	399 Park Avenue, 16th Floor New York, NY 10022
New York City Fire Department Pension Fund, Subchapter Two	399 Park Avenue, 16th Floor New York, NY 10022
New York City Police Pension Fund, Subchapter 2	399 Park Avenue, 16th Floor New York, NY 10022
Northrop Grumman Pension Master Trust	399 Park Avenue, 16th Floor New York, NY 10022
Panther BCM LLC	399 Park Avenue, 16th Floor New York, NY 10022
Platinum Peregrine A 2012 RSC Limited	399 Park Avenue, 16th Floor New York, NY 10022
SAS Trustee Corporation Pooled Fund	399 Park Avenue, 16th Floor New York, NY 10022
SC Credit Opportunities Mandate LLC	399 Park Avenue, 16th Floor New York, NY 10022
SEI Global Master Fund plc - the SEI High Yield Fixed Income Fund	399 Park Avenue, 16th Floor New York, NY 10022
SEI Institutional Investments Trust - High Yield Bond Fund	399 Park Avenue, 16th Floor New York, NY 10022
SEI Institutional Investments Trust - High Yield Bond Fund	399 Park Avenue, 16th Floor New York, NY 10022
SEI Institutional Managed Trust - Multi-Strategy Alternative Fund	399 Park Avenue, 16th Floor New York, NY 10022
TCorplM High Yield Fund	399 Park Avenue, 16th Floor New York, NY 10022
Teachers' Retirement System of the City of New York	399 Park Avenue, 16th Floor New York, NY 10022
The Coca-Cola Company Master Retirement Trust	399 Park Avenue, 16th Floor New York, NY 10022
Arctic Canadian Diamond Holding, LLC	1075 Main Street, Suite 320 Waltham, MA 02451