

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 **Polen Capital Credit, LLC 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	204,029,998	204,029,998	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:

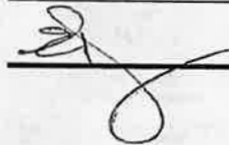
Name	Address
See Annexure C	

Signature

print name **Elizabeth Duggan**

capacity **Authorised Signatory**

sign here



date **03/07/2023**

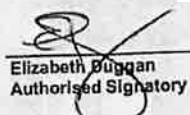
DIRECTIONS

- (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.

This is Annexure A of 2 pages referred to in form 603 Notice of initial substantial shareholder

3 July 2023



Elizabeth Buggan
Authorised Signatory

3. Details of Relevant Interests
4. Details of Present Registered Holders
6. Association

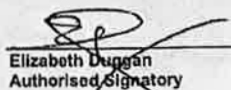
Holder of relevant Interests Name and ACN/ARSN (if applicable)	Nature of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of Securities	Person's vote	Nature of association
1199SEIU Health Care Employees Pension Fund	See Note 1	1199SEIU Health Care Employees Pension Fund	1199SEIU Health Care Employees Pension Fund	ORD 2,521,803	2,521,803	Investment fund or account managed by Polen Capital Credit, LLC
Boston Retirement System	See Note 1	Boston Retirement System	Boston Retirement System	ORD 1,196,788	1,196,788	Investment fund or account managed by Polen Capital Credit, LLC
Caterpillar Inc. Master Retirement Trust	See Note 1	Caterpillar Inc. Master Retirement Trust	Caterpillar Inc. Master Retirement Trust	ORD 6,945,643	6,945,643	Investment fund or account managed by Polen Capital Credit, LLC
Caterpillar Investment Trust	See Note 1	Caterpillar Investment Trust	Caterpillar Investment Trust	ORD 854,848	854,848	Investment fund or account managed by Polen Capital Credit, LLC
City of Phoenix Employees' Retirement Plan	See Note 1	City of Phoenix Employees' Retirement Plan	City of Phoenix Employees' Retirement Plan	ORD 790,735	790,735	Investment fund or account managed by Polen Capital Credit, LLC
District of Columbia Retirement Board	See Note 1	District of Columbia Retirement Board	District of Columbia Retirement Board	ORD 4,573,438	4,573,438	Investment fund or account managed by Polen Capital Credit, LLC
FedEx Corporation Employees' Pension Trust	See Note 1	FedEx Corporation Employees' Pension Trust	FedEx Corporation Employees' Pension Trust	ORD 1,688,325	1,688,325	Investment fund or account managed by Polen Capital Credit, LLC
Houston Municipal Employees Pension System	See Note 1	Houston Municipal Employees Pension System	Houston Municipal Employees Pension System	ORD 918,962	918,962	Investment fund or account managed by Polen Capital Credit, LLC
Intel Retirement Plans Collective Investment Trust – Intel Opportunistic Bond Fund	See Note 1	Intel Retirement Plans Collective Investment Trust – Intel Opportunistic Bond Fund	Intel Retirement Plans Collective Investment Trust – Intel Opportunistic Bond Fund	ORD 1,431,871	1,431,871	Investment fund or account managed by Polen Capital Credit, LLC
Mercer QIF Fund plc – Mercer Investment Fund 1	See Note 1	Mercer QIF Fund plc – Mercer Investment Fund 1	Mercer QIF Fund plc – Mercer Investment Fund 1	ORD 3,761,333	3,761,333	Investment fund or account managed by Polen Capital Credit, LLC
Multi-Advisor Funds Concentrated High Yield and Leveraged Loan Fund	See Note 1	Multi-Advisor Funds Concentrated High Yield and Leveraged Loan Fund	Multi-Advisor Funds Concentrated High Yield and Leveraged Loan Fund	ORD 3,633,105	3,633,105	Investment fund or account managed by Polen Capital Credit, LLC
National Railroad Retirement Investment Trust	See Note 1	National Railroad Retirement Investment Trust	National Railroad Retirement Investment Trust	ORD 1,239,530	1,239,530	Investment fund or account managed by Polen Capital Credit, LLC
NTCC High Yield Bond Fund FEBT	See Note 1	NTCC High Yield Bond Fund FEBT	NTCC High Yield Bond Fund FEBT	ORD 1,410,500	1,410,500	Investment fund or account managed by Polen Capital Credit, LLC
Polen DDJ Opportunistic High Yield Fund	See Note 1	Polen DDJ Opportunistic High Yield Fund	Polen DDJ Opportunistic High Yield Fund	ORD 983,076	983,076	Investment fund or account managed by Polen Capital Credit, LLC
Polen DDJ Strategic Income Plus Fund, L.P.	See Note 1	Polen DDJ Strategic Income Plus Fund, L.P.	Polen DDJ Strategic Income Plus Fund, L.P.	ORD 491,538	491,538	Investment fund or account managed by Polen Capital Credit, LLC
Principal Funds Inc. – Diversified Income Fund	See Note 1	Principal Funds Inc. – Diversified Income Fund	Principal Funds Inc. – Diversified Income Fund	ORD 11,967,877	11,967,877	Investment fund or account managed by Polen Capital Credit, LLC
Principal Funds, Inc. – High Income Fund	See Note 1	Principal Funds, Inc. – High Income Fund	Principal Funds, Inc. – High Income Fund	ORD 9,531,558	9,531,558	Investment fund or account managed by Polen Capital Credit, LLC
Reliance Trust Institutional Retirement Trust, Polen DDJ Custom High Yield Collective Investment Trust Fund 2017	See Note 1	Reliance Trust Institutional Retirement Trust, Polen DDJ Custom High Yield Collective Investment Trust Fund 2017	Reliance Trust Institutional Retirement Trust, Polen DDJ Custom High Yield Collective Investment Trust Fund 2017	ORD 2,543,174	2,543,174	Investment fund or account managed by Polen Capital Credit, LLC
Reliance Trust Institutional Retirement Trust, Polen DDJ Opportunistic High Yield Collective Investment Trust Fund	See Note 1	Reliance Trust Institutional Retirement Trust, Polen DDJ Opportunistic High Yield Collective Investment Trust Fund	Reliance Trust Institutional Retirement Trust, Polen DDJ Opportunistic High Yield Collective Investment Trust Fund	ORD 3,996,416	3,996,416	Investment fund or account managed by Polen Capital Credit, LLC
SHRINERS HOSPITALS FOR CHILDREN	See Note 1	SHRINERS HOSPITALS FOR CHILDREN	SHRINERS HOSPITALS FOR CHILDREN	ORD 2,863,742	2,863,742	Investment fund or account managed by Polen Capital Credit, LLC

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
Stichting Bewaarder Syntrus Achmea Global High Yield Pool	See Note 1	Stichting Bewaarder Syntrus Achmea Global High Yield Pool	Stichting Bewaarder Syntrus Achmea Global High Yield Pool	ORD 4,915,377	4,915,377	Investment fund or account managed by Polen Capital Credit, LLC
Stichting Pensioenfond Hoogovens	See Note 1	Stichting Pensioenfond Hoogovens	Stichting Pensioenfond Hoogovens	ORD 2,286,719	2,286,719	Investment fund or account managed by Polen Capital Credit, LLC
The State Of Connecticut Acting Through Its Treasurer	See Note 1	The State Of Connecticut Acting Through Its Treasurer	The State Of Connecticut Acting Through Its Treasurer	ORD 3,162,939	3,162,939	Investment fund or account managed by Polen Capital Credit, LLC
Willis Towers Watson Group Trust – Diversified Credit Fund	See Note 1	Willis Towers Watson Group Trust – Diversified Credit Fund	Willis Towers Watson Group Trust – Diversified Credit Fund	ORD 1,089,932	1,089,932	Investment fund or account managed by Polen Capital Credit, LLC
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 Polen Capital Credit, LLC
Polen Capital Credit, LLC	See Note 1 and Note 2	The registered holders of securities listed above	The registered holders of securities listed above	ORD 204,029,998	204,029,998	N/A
Each related body corporate of Polen Capital Credit, LLC 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 204,029,998	204,029,998	Related body corporate of Polen Capital Credit, LLC

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 Polen Capital Credit, LLC 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 Polen Capital Credit, LLC.


Elizabeth Duggan
Authorised Signatory

3 July 2023

5. Consideration

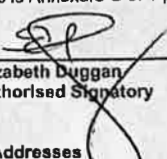
Burgundy Diamond Mines Limited (BDM)					
Holder of relevant Interest	Date of acquisition	Consideration	Class and number of securities affected		Person's votes affected
		Non-cash			
1199SEIU Health Care Employees Pension Fund	30-June-2023	See Note 1 below	ORD	2,521,803	2,521,803
Boston Retirement System	30-June-2023	See Note 1 below	ORD	1,196,788	1,196,788
Caterpillar Inc. Master Retirement Trust	30-June-2023	See Note 1 below	ORD	6,945,643	6,945,643
Caterpillar Investment Trust	30-June-2023	See Note 1 below	ORD	854,848	854,848
City of Phoenix Employees' Retirement Plan	30-June-2023	See Note 1 below	ORD	790,735	790,735
District of Columbia Retirement Board	30-June-2023	See Note 1 below	ORD	4,573,438	4,573,438
FedEx Corporation Employees' Pension Trust	30-June-2023	See Note 1 below	ORD	1,688,325	1,688,325
Houston Municipal Employees Pension System	30-June-2023	See Note 1 below	ORD	918,962	918,962
Intel Retirement Plans Collective Investment Trust – Intel Opportunistic Bond Fund	30-June-2023	See Note 1 below	ORD	1,431,871	1,431,871
Mercer QIF Fund plc – Mercer Investment Fund 1	30-June-2023	See Note 1 below	ORD	3,761,333	3,761,333
Multi-Advisor Funds Concentrated High Yield and Leveraged Loan Fund	30-June-2023	See Note 1 below	ORD	3,633,105	3,633,105
National Railroad Retirement Investment Trust	30-June-2023	See Note 1 below	ORD	1,239,530	1,239,530
NTCC High Yield Bond Fund FEBT	30-June-2023	See Note 1 below	ORD	1,410,500	1,410,500
Polen DDJ Opportunistic High Yield Fund	30-June-2023	See Note 1 below	ORD	983,076	983,076
Polen DDJ Strategic Income Plus Fund, L.P.	30-June-2023	See Note 1 below	ORD	491,538	491,538
Principal Funds Inc. – Diversified Income Fund	30-June-2023	See Note 1 below	ORD	11,967,877	11,967,877
Principal Funds, Inc. – High Income Fund	30-June-2023	See Note 1 below	ORD	9,531,558	9,531,558
Reliance Trust Institutional Retirement Trust, Polen DDJ Custom High Yield Collective Investment Trust Fund 2017	30-June-2023	See Note 1 below	ORD	2,543,174	2,543,174
Reliance Trust Institutional Retirement Trust, Polen DDJ Opportunistic High Yield Collective Investment Trust Fund	30-June-2023	See Note 1 below	ORD	3,996,416	3,996,416
SHRINERS HOSPITALS FOR CHILDREN	30-June-2023	See Note 1 below	ORD	2,863,742	2,863,742
Stichting Bewaarder Syntus Achmea Global High Yield Pool	30-June-2023	See Note 1 below	ORD	4,915,377	4,915,377
Stichting Pensioenfonds Hoogovens	30-June-2023	See Note 1 below	ORD	2,286,719	2,286,719
The State Of Connecticut Acting Through Its Treasurer	30-June-2023	See Note 1 below	ORD	3,162,939	3,162,939
Willis Towers Watson Group Trust – Diversified Credit Fund	30-June-2023	See Note 1 below	ORD	1,089,932	1,089,932
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


Elizabeth Duggan
Authorised Signatory

7. Addresses

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

Name	Address
Polen Capital Credit, LLC	1075 Main Street Suite 320 Waltham, MA 02451
1199SEIU Health Care Employees Pension Fund	1075 Main Street Suite 320 Waltham, MA 02451
Boston Retirement System	1075 Main Street Suite 320 Waltham, MA 02451
Caterpillar Inc. Master Retirement Trust	1075 Main Street Suite 320 Waltham, MA 02451
Caterpillar Investment Trust	1075 Main Street Suite 320 Waltham, MA 02451
City of Phoenix Employees' Retirement Plan	1075 Main Street Suite 320 Waltham, MA 02451
District of Columbia Retirement Board	1075 Main Street Suite 320 Waltham, MA 02451
FedEx Corporation Employees' Pension Trust	1075 Main Street Suite 320 Waltham, MA 02451
Houston Municipal Employees Pension System	1075 Main Street Suite 320 Waltham, MA 02451
Intel Retirement Plans Collective Investment Trust – Intel Opportunistic Bond Fund	1075 Main Street Suite 320 Waltham, MA 02451
Mercer QIF Fund plc – Mercer Investment Fund 1	1075 Main Street Suite 320 Waltham, MA 02451
Multi-Advisor Funds Concentrated High Yield and Leveraged Loan Fund	1075 Main Street Suite 320 Waltham, MA 02451
National Railroad Retirement Investment Trust	1075 Main Street Suite 320 Waltham, MA 02451
NTCC High Yield Bond Fund FEBT	1075 Main Street Suite 320 Waltham, MA 02451
Polen DDJ Opportunistic High Yield Fund	1075 Main Street Suite 320 Waltham, MA 02451
Polen DDJ Strategic Income Plus Fund, L.P.	1075 Main Street Suite 320 Waltham, MA 02451
Principal Funds Inc. – Diversified Income Fund	1075 Main Street Suite 320 Waltham, MA 02451
Principal Funds, Inc. – High Income Fund	1075 Main Street Suite 320 Waltham, MA 02451
Reliance Trust Institutional Retirement Trust, Polen DDJ Custom High Yield Collective Investment Trust Fund 2017	1075 Main Street Suite 320 Waltham, MA 02451
Reliance Trust Institutional Retirement Trust, Polen DDJ Opportunistic High Yield Collective Investment Trust Fund	1075 Main Street Suite 320 Waltham, MA 02451
SHRINERS HOSPITALS FOR CHILDREN	1075 Main Street Suite 320 Waltham, MA 02451
Stichting Bewaarder Syntrus Achmea Global High Yield Pool	1075 Main Street Suite 320 Waltham, MA 02451
Stichting Pensioenfonds Hoogovens	1075 Main Street Suite 320 Waltham, MA 02451
The State Of Connecticut Acting Through Its Treasurer	1075 Main Street Suite 320 Waltham, MA 02451
Willis Towers Watson Group Trust – Diversified Credit Fund	1075 Main Street Suite 320 Waltham, MA 02451
Arctic Canadian Diamond Holding, LLC	1075 Main Street, Suite 320 Waltham, MA 02451