

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Amalgamation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dominion Diamond Corporation		03/26/2013	CORPORATION: CANADA
Harry Winston Diamond Corporation		03/26/2013	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Dominion Diamond Corporation
Street Address:	PO Box 4569, Station A
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5W 4T9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	85853915	DOMINION DIAMOND
Serial Number:	85864763	DDC

CORRESPONDENCE DATA

Fax Number: 2037822889
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 203.498.4347
 Email: fduffin@wigin.com
 Correspondent Name: Francis J. Duffin, Wiggin and Dana LLP
 Address Line 1: One Century Tower, P.O. Box 1832
 Address Line 4: New Haven, CONNECTICUT 06508-1832

ATTORNEY DOCKET NUMBER:	400094/GEN001
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DOMESTIC REPRESENTATIVE

900252843

**TRADEMARK
 REEL: 005009 FRAME: 0970**

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Name: Francis J. Duffin, Wiggin and Dana LLP
Address Line 1: One Century Tower, P.O. Box 1832
Address Line 4: New Haven, CONNECTICUT 06508-1832

NAME OF SUBMITTER:	Francis J. Duffin
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Signature:	/fjd/
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Date:	04/18/2013
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Total Attachments: 7
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PROVINCE OF ONTARIO

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**TO ALL WHOM THESE PRESENTS
MAY COME, BE SEEN OR KNOWN**

To Wit:

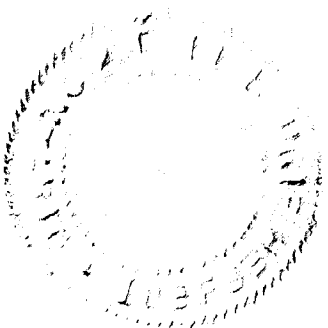
I, **PAUL LAURIE HERBERT**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto in the said Province,

DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a copy of a document obtained electronically from Industry Canada and purporting to be the Certificate and Articles of Amalgamation of Dominion Diamond Corporation (Corporation Number 839140-8) dated the 26th day of March, 2013.

The said copy having been compared by me with the said electronic document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto

DATED this 18th day of April, 2013.



A Notary Public
in and for the Province of Ontario



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

DOMINION DIAMOND CORPORATION

Corporate name / Dénomination sociale

839140-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2013-03-26

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA)

Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation DOMINION DIAMOND CORPORATION

Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address) Ontario

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The annexed Schedule A is incorporated in this form.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

The annexed Schedule B is incorporated in this form.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 3 Maximum: 12

Minimal: Maximal:

6 - Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

The annexed Schedule C is incorporated in this form.

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule D is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183

184(1)

184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Table with 3 columns: Name of the amalgamating corporations, Corporation No., and Signature. Rows include Dominion Diamond Corporation and Harry Winston Diamond Corporation.

Note:

Nota:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 260(1) of the CBCA).

Faible une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 260(1) de la LCSA).

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SCHEDULE A

The Corporation shall be authorized to issue an unlimited number of shares of a class designated as "Common Shares".

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation; and
- (c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.

SCHEDULE B

None.

SCHEDULE C

None.

SCHEDULE D

(1) The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient;

(a) borrow money on the credit of the Corporation;

(b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; and

(c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation;

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation;

(2) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be eight (8); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.