



MOUNTAIN PROVINCE DIAMONDS INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of Mountain Province Diamonds Inc. (“**Mountain Province**” or the “**Corporation**”) will be held on December 1, 2022 at 10:00 a.m. Eastern Time. To help continue mitigating health and safety risks to the community, shareholders, employees and other stakeholders in light of the ongoing COVID-19-related risks, our Meeting will be held as a virtual only shareholder meeting with participation electronically, which will be conducted via live webcast over the internet at: meetnow.global/MLVN9DJ. Participation in the Meeting will be explained further in the accompanying proxy or voting instruction form, as applicable, and management information circular. Shareholders will not be able to attend the Meeting in person.

At the Meeting you will be asked to vote on the following item of business:

- **to consider and, if appropriate, approve an ordinary resolution, the full text of which is attached as Schedule A to the Circular, authorizing a transaction involving the proposed issuance of new second lien loan notes to investors, including, among others, certain entities ultimately beneficially owned by Dermot Desmond, in an aggregate principal amount of \$195,876,000.**

This notice is accompanied by a management information circular, and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders (collectively, the “**Meeting Materials**”).

The Board of Directors of the Corporation has fixed the close of business on October 28, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Corporation has fixed 10:00 a.m. Eastern Time on November 29, 2022, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Corporation’s transfer agent.

If you have any questions relating to the Meeting, please contact the Corporation by calling toll-free in North America at 1-855-561-4524 or by email at info@mountainprovince.com.

Shareholders who are unable to attend the Meeting electronically are requested to complete, date, sign and send the enclosed form of proxy to Computershare Investor Services Inc. so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario this 28th day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Mark Wall"

Mark Wall
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

for the

SPECIAL MEETING OF SHAREHOLDERS

of

MOUNTAIN PROVINCE DIAMONDS INC.

to be held on

December 1, 2022

October 28, 2022

MOUNTAIN PROVINCE DIAMONDS INC.

161 Bay Street, Suite 1410, P.O. Box 216
Toronto, Ontario, Canada M5J 2S1

MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by and on behalf of the management of Mountain Province Diamonds Inc. for use at the special meeting of shareholders (the “**Meeting**”) to be held virtually on December 1, 2022 at 10:00 a.m. Eastern Time. The Meeting has been called for the purposes set forth in the notice of special meeting (the “**Notice of Meeting**”) that accompanies this Information Circular.

References in this Information Circular to “we”, “us”, “our” and similar terms, as well as references to “Mountain Province” and the “Corporation”, refer to Mountain Province Diamonds Inc. and references to “Board” refer to our board of directors. Unless otherwise indicated, the information in this Information Circular is given as at October 28, 2022 and all dollar references in this Information Circular are to United States dollars, unless otherwise noted. Market capitalization figures presented in this Information Circular are calculated based on the closing price of the Corporation's common shares on the Toronto Stock Exchange (“**TSX**”) on the date of determination.

The solicitation of proxies by Mountain Province is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the “**US Exchange Act**”), by virtue of an exemption applicable to proxy solicitations by “foreign private issuers” as defined in Rule 3b-4 promulgated under the US Exchange Act. Accordingly, this Information Circular has been prepared in accordance with the applicable disclosure requirements in Canada and shareholders in the United States are cautioned that this Information Circular has not been prepared in accordance with the disclosure requirements applicable to proxy statements under the US Exchange Act.

GENERAL PROXY AND VOTING INFORMATION

Virtual Meeting

Registered Shareholders (as defined in this Information Circular under the heading “*Voting at the Meeting*”) will not be able to attend the Meeting in person. They will however be able to vote on all business brought before the Meeting and submit questions for consideration as they would at an in-person shareholders meeting. Shareholders that usually vote by proxy ahead of the Meeting will be able to do so in the normal way.

Shareholders and duly appointed proxyholders can attend the Meeting online by going to meetnow.global/MLVN9DJ.

- Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking “**Shareholder**” and entering a control number or an invitation code before the start of the Meeting.
 - Registered Shareholders - The 15-digit control number is located on the form of proxy or in the email notification you received.
 - Duly appointed proxyholders – Computershare Investor Services Inc. (“**Computershare**”) will provide the proxyholder with an invitation code after the voting deadline has passed.
- Voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. Beneficial Shareholders (as defined in this Information Circular under the heading “*Beneficial Shareholders of Common Shares*”) who have not appointed themselves may attend the Meeting by clicking “**Guest**” and completing the online form.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invitation code to participate in the Meeting.** To register a proxyholder, shareholders **MUST** visit <http://www.computershare.com/MountainProvince> by no later than 10:00 a.m. Eastern Time on November 29, 2022 and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with an invitation code via email.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invitation code.

Participating at the Meeting

The Meeting will be hosted online by way of a live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information shareholders will need to attend the online Meeting is provided below. The Meeting will begin at 10:00 a.m. Eastern Time on December 1, 2022.

- Registered Shareholders that have a 15-digit control number, along with duly appointed proxyholders who were assigned an invitation code by Computershare (see details under the heading “*Appointment of Proxies*”), will be able to vote and submit questions during the Meeting. To do so, please go to meetnow.global/MLVN9DJ prior to the start of the Meeting to login. Click on “Shareholder” and enter your 15-digit control number or click on “Invitation Code” and enter your invitation code. Beneficial Shareholders who have not appointed themselves to vote at the Meeting, may log in as a guest, by clicking on “Guest” and complete the online form.
- United States Beneficial Shareholders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to:

Computershare
100 University Avenue
8th Floor
Toronto, Ontario
M5J 2Y1
OR
Email at uslegalproxy@computershare.com

Requests for registration must be labeled as “Legal Proxy” and be received no later than 10:00 a.m. Eastern Time on November 29, 2022. You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the Meeting and vote your shares at meetnow.global/MLVN9DJ during the Meeting. Please note that you are required to register your appointment at <http://www.computershare.com/MountainProvince>.

- Beneficial Shareholders who do not have a 15-digit control number or invitation code will only be able to attend as a guest, which allows them to listen to the Meeting, but will not be able to vote or submit questions. Please see the information under the heading “*Beneficial Shareholders of Common Shares*” for an explanation of why certain shareholders may not receive a form of proxy.
- If you are using a 15-digit control number to log in to the online Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.

If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

Voting at the Meeting

A registered shareholder (a “**Registered Shareholder**”) of common shares in the capital of the Corporation (“**Common Shares**”), or a Beneficial Shareholder who has appointed themselves or a third-party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To have their Common Shares voted at the Meeting, each Registered Shareholder or proxyholder will be required to enter their control number or invitation code provided by Computershare at meetnow.global/MLVN9DJ prior to the start of the Meeting. In order to vote, Beneficial Shareholders who appoint themselves as a proxyholder **MUST** register with Computershare at <http://www.computershare.com/MountainProvince> after submitting their voting instruction form in order to receive an invitation code (please see the information under the headings “Appointment of Proxies” below for details).

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting (and at any adjournment thereof) to be held on December 1, 2022 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

The Corporation will bear the expense of this solicitation. It is expected the solicitation will be made by mail but regular employees or representatives of the Corporation (none of whom shall receive any extra compensation for these activities) may also solicit by telephone, facsimile, and in person and arrange for intermediaries to send this Information Circular and the form of proxy to their principals at the expense of the Corporation.

Record Date

The Corporation has set the close of business on October 28, 2022 as the record date for determining which shareholders shall be entitled to receive notice of the Meeting and to vote at the Meeting (the “**Record Date**”). Only shareholders of record as of the Record Date shall be entitled to receive notice of the Meeting and to vote at the Meeting.

Appointment of Proxies

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting **must submit their proxy or voting instruction form (if applicable) prior to registering a proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving an invitation code to participate in the Meeting.** To register a

proxyholder, shareholders MUST visit <http://www.computershare.com/MountainProvince> by no later than 10:00 a.m. Eastern Time on November 29, 2022 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invitation code via email.

A proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com. The proxy must be deposited with Computershare by no later than 10:00 a.m. Eastern Time on November 29, 2022, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed meeting. If a Registered Shareholder who has submitted a proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such Registered Shareholder on a ballot will be counted and the submitted proxy will be disregarded.

Without an invitation code, proxyholders will not be able to vote at the Meeting.

Provisions Relating to Voting of Proxies

The Common Shares represented by proxy will be voted or withheld from voting by the designated proxy holder in accordance with the instructions of the shareholder appointing him or her on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **If there are no instructions provided by the shareholder, those Common Shares will be voted in favour of all proposals set out in this Information Circular.** The form of proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the date of this Information Circular, the management of the Corporation knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

To have their shares voted at the Meeting, each Registered Shareholder or proxyholder will be required to enter their control number or invitation code provided by Computershare at meetnow.global/MLVN9DJ prior to the start of the Meeting. In order to vote, Beneficial Shareholders who appoint themselves as a proxyholder MUST register with Computershare at <http://www.computershare.com/MountainProvince> after submitting their voting instruction form in order to receive an invitation code.

Revocation of Proxies

Any Registered Shareholder who has returned a form of proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the

Registered Shareholder or by an attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The instrument revoking the proxy must be deposited at the head office of the Corporation, 161 Bay Street, Suite 1410, Toronto Ontario, Canada M5J 2S1 at any time up to and including the last business day preceding the date of the Meeting or any adjournment thereof duly authorized. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for their respective intermediaries to revoke the proxy on their behalf.

Entry of a control number or invitation code provided by Computershare at meetnow.global/MLVN9DJ prior to the start of the Meeting by a Registered Shareholder will result in the revocation of any proxy previously granted by such Registered Shareholder.

Beneficial Shareholders of Common Shares

A substantial number of shareholders do not hold Common Shares in their own names (“**Beneficial Shareholders**”). You are a Beneficial Shareholder if the Common Shares you own are registered in the name of an intermediary such as a bank, a trust company, a securities broker, a trustee or other nominee and not in your name. Only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. In Canada, the vast majority of such common shares are registered in the name of the shareholder’s broker or an agent of that broker. Common Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Beneficial Shareholders. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

There are two kinds of Beneficial Shareholders: (i) those who object to their names being made known to the Corporation, referred to as objecting beneficial owners (“**OBOs**”); and (ii) those who do not object to the Corporation knowing who they are, referred to as non-objecting beneficial owners (“**NOBOs**”). The Corporation has distributed copies of the Notice of Meeting and the form of proxy directly to NOBOs and to the clearing agencies and intermediaries for distribution to OBOs.

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder's broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxy holder for the Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders

who wish to attend the Meeting and indirectly vote their Common Shares as proxy holder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternatively, a Beneficial Shareholder may request in writing that their broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote their Common Shares.

If the Corporation or its agent has sent these materials directly to you, your name, address and information about your holding of securities has been obtained in accordance with applicable securities regulatory requirements from the nominee holding on your behalf. By choosing to send the Notice of Meeting, and if applicable, the Meeting Materials to you directly, the Corporation (and not the nominee holding on your behalf) has assumed responsibility for delivering materials to you and executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. The Corporation intends to pay for intermediaries to forward the proxy-related materials and the request for voting instructions made by intermediary to OBOs.

Voting of Common Shares and Exercise of Discretion of Proxies

On any poll, the persons named in the form of proxy provided to Registered Shareholders will vote the Common Shares in respect of which they are appointed and, where instructions are given by the shareholder in respect of voting for or against any resolutions will do so in accordance with such instructions.

In the absence of any direction in the proxy, it is intended that such Common Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The form of proxy, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. At the date of this Information Circular, management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to management, should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the proxy holders.

Approval of Matters

Unless otherwise noted, approval of matters to be placed before the Meeting is by an "ordinary resolution" which is a resolution passed by a simple majority (50%+1) of the votes cast by shareholders of the Corporation (other than parties interested in the Proposed Transaction (as defined in this Information Circular under the heading "*Entry into Proposed Transaction*")) present and entitled to vote electronically or by proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed in this Information Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Relationship to Dermot Desmond

Brett Desmond, a director of the Corporation and the son of Dermot Desmond (the "**Related Investor**"), and Jonathan Comerford, the Chair of the Board and an employee of a company ultimately beneficially owned by the Related Investor, are deemed to have a material interest in transactions with the Related Investor and related companies as a result of their respective relationships with the Related Investor. See "*Entry into Proposed Transaction*".

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation, after reasonable enquiry, other than as disclosed herein, no informed person of the Corporation, or any associate or affiliate of any informed person, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation since the commencement of the Corporation's most recently completed fiscal year. See "*Interest of Certain Persons in Matters to be Acted Upon – Relationship to Dermot Desmond*".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of October 28, 2022, being the Record Date for the Meeting, the Corporation has issued and outstanding 210,909,141 fully paid and non-assessable common shares without par value, each share carrying the right to one (1) vote. The Common Shares are listed on the TSX under the symbol 'MPVD'. **The Corporation has no other classes of voting securities and does not have any classes of restricted securities.**

Except as described under "*Entry into Proposed Transaction*", any shareholder of record at the close of business on October 28, 2022 who either personally attends the online Meeting or who has completed and delivered a proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's Common Shares voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Corporation, the only person who, or corporation which, beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, is:

Name of Shareholder	Number of Common Shares Held (as at October 28, 2022)	Percentage of issued and outstanding share capital of 210,909,141 Common Shares (as at October 28, 2022)
Vertigol Unlimited Company, a private Irish company, of which the Related Investor is the ultimate beneficial owner	74,696,071	35.416%

ENTRY INTO PROPOSED TRANSACTION

Background to the Proposed Transaction and Creation of Special Committee

On December 11, 2017, the Corporation completed an offering of \$330 million of its 8.000% Senior Secured Second Lien Notes due 2022 (the "**Existing Notes**") at 97.992% of the aggregate principal amount pursuant to an indenture (the "**Existing Notes Indenture**") among the Corporation, subsidiaries of the Corporation, as guarantors, and Computershare Trust Company, N.A., as trustee and notes collateral agent. The Existing Notes mature on December 15, 2022 and are secured by a second-ranking lien on substantially all of the Corporation's assets, subject to certain exceptions and permitted liens.

In light of the maturity date of the Existing Notes, the Corporation's cash balance, and the Corporation's operational cash flow needs, the Board determined it would be in the best interests of the Corporation to review, evaluate and consider options to refinance all or a portion of the Existing Notes (a "**Potential Refinancing**") as well as any other potential alternative transactions intended to improve the Corporation's short and long term financial liquidity needs that may be identified ("**Alternative Options**"). The Board established a special committee of independent directors (the "**Special Committee**") in connection with the consideration and oversight of a Potential Refinancing and other Alternative Options.

The mandate of the Special Committee includes:

- (a) reviewing, directing and supervising the process and all activities to be carried out by the Corporation and its professional advisors (including their selection and engagement) in assessing a Potential Refinancing and in determining whether to engage in negotiations with respect to a Potential Refinancing;
- (b) responding to any Alternative Options that may be proposed and to review, direct and supervise the process and activities to be carried out by the Corporation and its professional advisors in assessing any such Alternative Options and in determining whether to engage in negotiations with respect to any Alternative Options;

- (c) assessing, reviewing and considering the proposed structure and terms and conditions of a Potential Refinancing or any Alternative Options and recommending the acceptance or rejection thereof to the Board;
- (d) supervising the conduct of, and where it considers it to be necessary or appropriate, to participate in any negotiations or discussions on behalf of, the Corporation with respect to a Potential Refinancing or any Alternative Options;
- (e) supervising the preparation and review of any documentation and public disclosure related to a Potential Refinancing or any Alternative Options;
- (f) if a valuation or fairness opinion is required or deemed appropriate in connection with the Potential Refinancing or any Alternative Options, supervising the preparation of any such valuation or fairness opinion and reviewing with the Corporation's financial advisor the key factors, methodologies and assumptions used in preparing such valuation or opinion by such advisors as it considers necessary and appropriate;
- (g) considering and making recommendations to the Board as to whether a Potential Refinancing or any Alternative Options are considered by the Special Committee to be in the best interests of the Corporation and whether such Potential Refinancing or Alternative Options should be pursued by the Corporation; and
- (h) considering all matters, doing all things and exercising all powers necessary, appropriate or incidental to the foregoing.

The worldwide diamond industry suffered from enormous disruption beginning in early 2020 caused by COVID-19, and continues to suffer from disruption caused by more recent economic and global political events. This disruption caused significant market fluctuations in global diamond prices and very steep declines in the prices for Mountain Province's diamonds from time-to-time over the course of the past few years. While diamond prices have seen improvement since the height of the COVID-19 pandemic, the Corporation's balance sheet continues to be adversely affected by the disruption. In addition, given the current world-wide economic uncertainty, inflation at the highest rate in decades, interest rate increases and rising concern regarding the potential for an economic recession, the global diamond market continues to be unsettled and uncertain.

In March 2022, the Corporation addressed its immediate liquidity needs by entering into a new \$50 million third lien credit facility (the "**Junior Credit Facility**") with Dunebridge Worldwide Ltd. (an entity ultimately beneficially owned by the Related Investor) as administrative agent, security trustee and lender. The Junior Credit Facility, which ranks junior to the Existing Notes and will rank junior to the New Loan Notes (as defined below), bears interest at a rate of 8% per annum payable in cash until December 15, 2022, after which it will bear interest at a rate that is 2% per annum greater than the annual interest rate on the New Loan Notes. The Junior Credit Facility

matures on December 15, 2027 and is repayable upon ten business days' prior written notice at any time without penalty.

As publicly disclosed in the Corporation's most recent quarterly filings, the Corporation faces liquidity challenges as a result of the Existing Notes maturing on December 15, 2022 (the "**Existing Notes Maturity Date**"), of which approximately \$289.9 million aggregate principal amount outstanding as of June 30, 2022 (which amount has subsequently been reduced by market repurchases of Existing Notes). In the absence of a refinancing or other capital raising transaction, the Corporation does not expect to have the funds necessary to repay in full the Existing Notes on the Existing Notes Maturity Date.

Proposal Received from Proposing Holders including the Related Investor

In October 2022, the Corporation received an unsolicited proposal from three holders (the "**Proposing Holders**") of the Existing Notes involving a new issuance of second lien loan notes (the "**New Loan Notes**") in an aggregate principal amount of \$195,876,000, which would be used to refinance \$189,999,720 of the Existing Notes (the "**Proposed Transaction**") with the remaining portion of the Existing Notes being repaid with cash on hand. The Proposing Holders include certain entities ultimately beneficially owned by the Related Investor (the "**Related Entities**") and two third-party investors unrelated to the Corporation. Pursuant to the proposal, approximately \$65.3 million aggregate principal amount of the New Loan Notes would be purchased by the Related Entities and the remaining approximately \$130.6 million aggregate principal amount of the New Loan Notes would be purchased by the two third-party investors. All of the New Loan Notes would be issued on the same terms, including a 3% original issue discount.

With the approval of the Special Committee, Mountain Province hired Ernst & Young Orenda Corporate Finance Inc. ("**EY**") as an independent financial advisor to help it consider a Potential Refinancing and potential Alternative Options, including the Proposed Transaction. EY led a process to solicit bids from potential third-party investors for Alternative Options. In addition, the Corporation was advised by EY with respect to the pricing of the Proposed Transaction relative to comparable transactions in the market.

Based on feedback from potential third-party investors solicited by EY and a consideration of the alternative proposal received, the Special Committee determined, based on the factors noted below and input from EY, that the Proposed Transaction is the most attractive option available to the Corporation, and that it is unlikely that an Alternative Option would become available on similar terms or on terms at least as favourable to the Corporation as the Proposed Transaction. Accordingly, the Special Committee recommended, based on its analysis and input from EY, that the Corporation pursue the Proposed Transaction.

In accordance with its mandate, the Special Committee oversaw the negotiation and execution by the Corporation of a non-binding term sheet (the "**Term Sheet**") dated October 27, 2022 setting out the terms of the New Loan Notes.

Summary of the New Loan Notes

The following is a summary of the proposed principal terms of the New Loan Notes. Other terms of the New Loan Notes are expected to be generally consistent with the Existing Notes and/or the Junior Credit Facility, as applicable.

Issuer	Mountain Province Diamonds Inc.
New Loan Notes	\$195,876,000 of 9.000% Senior Secured Second Lien Notes due 2025
Maturity date	December 15, 2025
Interest rate	9.000% per annum, payable semi-annually in arrears.
Issue price	97%
Net proceeds after original issue discount (the "Net Proceeds")	\$189,999,720
Currency	United States dollars
Yield to maturity / redemption in full	Not less than 12%. The Corporation will make an additional final payment on the New Loan Notes to the extent the total yield on the Net Proceeds of the New Loan Notes would otherwise be less than 12% (such payment a " True-up Payment ").
Guarantors	The New Loan Notes will be guaranteed on a senior secured second lien basis by each of the Corporation's existing and future subsidiaries, which on the issue date will be 2435572 Ontario Inc. (" 572 Ontario "), 2435386 Ontario Inc. (" 386 Ontario ") and Kennady Diamonds Inc. (" Kennady " and, together with 572 Ontario and 386 Ontario, the " Guarantors ").
Security	The New Loan Notes and related guarantees will be secured on a second lien basis by substantially all of the assets of the Corporation and the Guarantors, subject to certain exclusions and permitted liens (the " Collateral "). These assets include a 49% participating interest in the joint venture (the " Joint Venture ") with De Beers Canada Inc. that owns the Gahcho Kué Diamond Mine (the " Mine ") but does not include any of the assets of the Joint Venture or the Mine.

Ranking The New Loan Notes will be the Corporation's senior secured second lien obligations ranking:

- *pari passu* in right of payment with any other existing and future indebtedness that is not expressly contractually subordinated in right of payment;
- senior in right of payment to any indebtedness that is expressly contractually subordinated in right of payment to the New Loan Notes;
- to the extent of the value of the Collateral, effectively subordinated to any Working Capital Facility (as defined below);
- to the extent of the value of the Collateral, effectively senior to any existing and future indebtedness that is not secured by the Collateral or that is secured by the Collateral on a junior basis to the New Loan Notes, including the Junior Credit Facility; and
- structurally subordinated to all existing and future liabilities of the Joint Venture.

In connection with the Proposed Transaction, the Junior Credit Facility will be subordinated in right of payment to the New Loan Notes and the Corporation will not be permitted to repay the principal of, or make interest payments under, the Junior Credit Facility until the New Loan Notes have been repaid in full.

Optional redemption. The New Loan Notes may be redeemed in whole or in part at the Corporation's option at any time and from time to time prior to December 15, 2025 at 100% of the aggregate principal amount of the New Loan Notes redeemed plus accrued and unpaid interest to, but not including, the date of redemption, subject to payment of any applicable True-up Payment.

Mandatory Redemption / Cash Sweeps

Each fiscal quarter, the Corporation will be required to redeem a portion of the New Loan Notes to the extent it has free cash available to do so (subject to certain exceptions and qualifications designed to allow the Corporation to run its business).

Mandatory redemptions will be at 100% of the aggregate principal amount of the New Loan Notes redeemed plus accrued and unpaid interest to, but not including, the date of redemption, subject to payment of any applicable True-up Payment.

Annual budget	The Proposing Holders will have an approval right over the Corporation's annual budget subject to certain qualifications and exceptions (such approval not to be unreasonably withheld).
Annual capital expenditures.....	The New Loan Notes will prohibit annual aggregate capital expenditures of the Corporation and the Guarantors from exceeding C\$10,000,000 (subject to certain exceptions and qualifications designed to allow the Corporation to run its business).
Working capital facility	<p>The Corporation may, with the consent of holders of the New Loan Notes, enter into a first lien revolving credit facility not to exceed \$35 million at any one time outstanding (a "Working Capital Facility").</p> <p>The holders of the New Loan Notes will have a right of first refusal to provide any such Working Capital Facility and participate therein on a pro rata basis relative to their holdings of the New Loan Notes.</p>
Key negative covenants.....	<p>The agreement governing the New Loan Notes (the "New Loan Indenture") will, among other things, limit the ability of the Corporation and the Guarantors to:</p> <ul style="list-style-type: none"> • incur additional indebtedness; • pay certain dividends or repurchase or redeem equity interests; • prepay, redeem or repurchase subordinate or junior debt; • make loans and investments; • sell, transfer or otherwise dispose of material assets; • acquire material assets; • incur or permit liens; • enter into transactions with affiliates; and • consolidate, amalgamate, merge or sell all or substantially all of the Corporation's assets. <p>These covenants will be subject to a number of limited exceptions and qualifications designed to allow the Corporation to run its business.</p>

Amendments, Consents and Waivers	Except as will otherwise be specified in the New Loan Indenture, amendments, consents and waivers thereunder will require the consent of holders of at least 70% in aggregate principal amount of the outstanding New Loan Notes.
Legal Costs	All of the Proposing Holder's reasonable and documented legal advisors' fees and expenses with respect to the New Loan Notes will be borne by the Corporation, whether the purchase of the New Loan Notes is completed or not.

Conditions Precedent to Completion of the Proposed Transaction

The Proposed Transaction is subject to customary conditions precedent for a transaction of this nature, including without limitation:

- a) negotiation and delivery of executed copies of definitive transaction documents, including the New Loan Indenture;
- b) the Corporation obtaining, no later than the issuance date of the New Loan Notes, all applicable shareholder and other corporate authorizations, and all consents, authorizations, approvals, permissions and confirmations required from all regulatory agencies and governmental authorities having jurisdiction (including the Proposed Transaction Resolution (as defined below) and the approval of the Toronto Stock Exchange);
- c) evidence satisfactory to the Proposing Holders of the sources of funding the repayment of all obligations under the Existing Notes Indenture, and evidence of satisfactory arrangements for the repayment of the indebtedness under the Existing Notes Indenture substantially concurrently with the issuance of the New Loan Notes;
- d) substantially concurrently with the issuance of the New Loan Notes, the full and final payment and/or settlement of all obligations under the Existing Notes Indenture, and the irrevocable release and discharge of all security securing the obligations under the Existing Notes Indenture;
- e) the purchase of the New Loan Notes being approved by each Proposing Holder and the results of the due diligence in respect of the Corporation and its subsidiaries conducted by or for the Proposing Holders being to their satisfaction;
- f) completion of all "know your client" and "anti-money laundering compliance" requirements of the Proposing Holders;

- g) No material adverse change to the Corporation's condition or prospects between the date of the Term Sheet and the issue date; and
- h) Payment of all fees and expenses of the Proposing Holders payable by the Corporation pursuant to the Term Sheet.

Disinterested Shareholder Approval of Proposed Transaction Resolution

The Related Investor ultimately beneficially owns approximately 35.416% of the outstanding Common Shares. The Proposed Transaction therefore constitutes a "related party transaction" as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and is subject to the minority approval requirements specified in MI 61-101. The Corporation is relying on the exemption from the MI 61-101 formal valuation requirements provided under section 5.5(c) of MI 61-101 as the Proposed Transaction is a distribution of securities of the Corporation to a related party for cash consideration and (i) neither the Corporation nor, to the knowledge of the Corporation after reasonable inquiry, the Related Investor has knowledge of any material information concerning the Corporation or its securities that has not been generally disclosed, and (ii) completion of the Proposed Transaction will have no effect on the direct or indirect voting interest of the Related Investor.

The Corporation is also required to obtain disinterested shareholder approval for the Proposed Transaction pursuant to section 501(c) of the TSX Company Manual due to the consideration (including all interest and fees, but excluding principal) accruing to the Related Entities in connection with the Proposed Transaction representing greater than 10% of the Corporation's market capitalization as of the date of this Information Circular. Based on the Corporation's cash flow model, it expects the New Loan Notes to be redeemed on an on-going basis, resulting in total forecast consideration, consisting of interest and the original issue discount but no True-up Payment as none would be applicable or payable, to the Related Entities of approximately \$9.6 million. The calculation in respect of a worst case and improbable scenario (which would occur only if no capital repayments of the New Loan Notes are made before the maturity date) includes the total forecast consideration, consisting of interest, the original issue discount and the maximum True-up Payment, and would result in a payable to the Related Entities of approximately \$23.0 million (which would represent approximately 19% of the market capitalization of the Corporation as of the Record Date). The Corporation cautions that this theoretical maximum only occurs if the Corporation makes zero debt repayments in the next three years, which is not realistic and is provided only to fulfill regulatory requirements.

As of the close of trading on the TSX on October 28, 2022, the aggregate principal amount of the New Loan Notes to be issued to the Related Entities represented approximately 54% of the Corporation's market capitalization as of the Record Date. As of the close of trading on the TSX on October 28, 2022, the aggregate principal amount of the New Loan Notes to be issued to the Proposing Holders as a group represented approximately 162% of the Corporation's market capitalization as of the Record Date.

The Corporation is seeking disinterested shareholder approval by way of an ordinary resolution authorizing the entry into and performance of the Corporation's obligations under the Proposed Transaction.

At the Meeting, the Corporation's shareholders (other than parties interested in the Proposed Transaction) will be asked to consider and, if deemed advisable, to approve, with or without amendment, the resolution set out in Schedule A to this Information Circular (the "**Proposed Transaction Resolution**"). To be effective, the Proposed Transaction Resolution must be passed by a simple majority of the votes cast thereon by the disinterested shareholders present electronically or represented by proxy at the Meeting, which excludes the votes attached to 74,696,071 Common Shares held by Vertigol Unlimited Company (an entity ultimately beneficially owned by the Related Investor), 352,625 Common Shares held by Brett Desmond and 353,573 Common Shares held by Jonathan Comerford. The number of Common Shares held by each of Brett Desmond and Jonathan Comerford represents approximately 0.17% and 0.17%, respectively, and 0.34% in the aggregate, of the Corporation's outstanding Common Shares. To the knowledge of the Corporation after reasonable inquiry, the two unrelated Proposing Holders do not hold any Common Shares.

Special Committee Recommendation

The Special Committee is comprised of independent directors with no interest in the Proposed Transaction for the purposes of corporate and securities laws; namely, Daniel Johnson, Karen Goracke, Kelly Stark-Anderson and Ken Robertson. In performing its evaluation, the Special Committee has met regularly and was advised by legal counsel and an independent financial advisor.

On October 26, 2022, the terms of the Proposed Transaction set forth herein were unanimously approved by the Special Committee and the final form of the New Loan Indenture and other related transaction documentation will be subject to approval by the Special Committee.

The Special Committee reviewed and considered the Proposed Transaction and, giving due consideration to the best interests of the Corporation, current market conditions and the impact of entering into the Proposed Transaction on shareholders and the Corporation's other stakeholders, unanimously concluded that the Proposed Transaction is in the best interests of the Corporation and that the terms of the Proposed Transaction are reasonable in the circumstances.

Factors Considered by the Special Committee

The following summary of the information and factors considered by the Special Committee is not intended to be exhaustive, but includes a summary of the material information and factors considered in recommending the approval of the Proposed Transaction. In view of the variety of factors and the amount of information considered in connection with the consideration of the Proposed Transaction, the Special Committee did not find it practicable to, and did not, quantify

or otherwise attempt to assign any relative weight to each of the specific factors considered in reaching its conclusions and recommendations.

- **Obligation to Repay the Existing Notes:** The Corporation is required to repay the amounts outstanding under the Existing Notes on or prior to December 15, 2022 and will be unable to do so absent entry into the Proposed Transaction or finding an alternative financing source.
- **Present Debt Capital Market Conditions:** EY provided the following input to the Special Committee with respect to present debt capital market conditions:
 - For the third quarter ending September 30, 2022, debt capital markets remained dynamic.
 - Investors are more selective of capital deployment than they have been the past few years, with more structured covenants given recession concerns, inflation and a high interest rate environment.
 - Volatility continues to exist as the market enters the fourth quarter of 2022 and debt capital providers remain tepid on new financing opportunities.
- **Structured Maturities:** The Junior Credit Facility matures on December 15, 2027 and the Corporation expects, based on its modeling, to be in a position to manage the expected maturity of the New Loan Notes two years prior to the maturity of the Junior Credit Facility.
- **Financial Position of the Corporation:** If the Corporation is unable to refinance the Existing Notes, the Corporation will be unable to pay its obligations when due, putting it in serious financial difficulty. The Special Committee believes that the Proposed Transaction will improve the financial position of the Corporation and address the Corporation's immediate liquidity requirements.
- **Third-Party Alternatives may not be Available on Acceptable Terms or At All:** The Corporation has solicited third party debt financing alternatives but the only potential option that was formally presented was, in the Special Committee's view, significantly less favourable to the Corporation than the Proposed Transaction. Based on the Special Committee's experience, and consultation with the Corporation's independent financial advisor, in the circumstances it would be highly unlikely to find alternative financing on the same or better terms within the necessary timeframe.
- **Non-dilutive Transaction Terms:** The Proposed Transaction will be non-dilutive financing to the Corporation's existing shareholders as no additional share consideration will be issued to the Proposing Holders in connection with the Proposed Transaction.

- **Independence of Special Committee:** The Special Committee is comprised solely of directors that are independent of the Related Investor and of management of the Corporation and has evaluated the Proposed Transaction on an independent basis together with legal counsel and the Corporation's independent financial advisor. The Special Committee: (i) acted on a properly informed basis; and (ii) followed an appropriate and independent deliberative process consistent with its mandate and duties.
- **Independent Financial Advice:** The Special Committee took into account advice received from the Corporation's independent financial advisor in making its judgment that the terms of the Proposed Transaction are fair and reasonable in the circumstances facing the Corporation and in light of the lack of financing alternatives currently available to the Corporation.
- **Terms of Proposed Transaction are Reasonable:** After receiving advice from EY, the Corporation's independent financial advisor, the Special Committee believes that the terms of the Proposed Transaction are reasonable in the circumstances of the Corporation and designed to improve the financial position of the Corporation.

In making its recommendation, the Special Committee also considered a number of potential risks relating to such recommendations, including:

- **Continued Reliance on Significant Shareholder:** The Special Committee carefully considered the continued reliance on the Related Investor and entities ultimately beneficially owned by the Related Investor, and the Corporation's relationship with the Related Investor as ultimate beneficial owner of its largest shareholder.
- **Concentration of Debt Investors:** The Special Committee considered that in addition to the Related Investor being the ultimate beneficial owner of the entity which is the Corporation's largest shareholder, an entity ultimately beneficially owned by the Related Investor is also the Corporation's lender under the Junior Credit Facility. Furthermore, the Related Entities will be among the Corporation's three largest lenders under the New Loan Notes. Following the Proposed Transaction, one third of the New Loan Notes and all of the Junior Credit Facility will be owned by entities ultimately beneficially owned by the Related Investor. The balance of the New Loan Notes will be held by two other unrelated third party entities.

Unanimous Board Approval

On October 27, 2022, the Board, having received the recommendations and findings of the Special Committee, and Jonathan Comerford and Brett Desmond having declared conflicts of

interest and not attending any part of any meeting where the Proposed Transaction was deliberated and not voting on the Proposed Transaction, unanimously determined that the Proposed Transaction is in the best interests of the Corporation and approved the Proposed Transaction. **Accordingly, the Special Committee and the Board recommend that shareholders vote IN FAVOUR of the Proposed Transaction Resolution.**

OTHER MATTERS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

AUDITORS

KPMG LLP are the auditors of the Corporation and are independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario. KPMG LLP were first appointed as the auditors of the Corporation on August 6, 1998.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the SEDAR website at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis for its most recently completed financial year which is filed on SEDAR. The Corporation also files with the United States Securities and Exchange Commission and its Annual Report on Form 40-F is available at www.sec.gov/edgar.shtml.

Shareholders may request copies of the Corporation's financial statements and management discussion and analysis by contacting the Corporation at 161 Bay Street, Suite 1410, P.O. Box 216, Toronto, Ontario, Canada M5J 2S1, by mail, by fax to 416-603-8565, or by telephone at 416-361-3562.

APPROVALS AND SIGNATURE

The contents and distribution of this Information Circular to each shareholder entitled to receive notice of the Meeting, to each director of the Corporation, to the auditor of the Corporation, and to the appropriate governmental agencies, has been approved by the Board.

DIRECTOR'S APPROVAL

The contents and distribution of this Information Circular to the shareholders of the Corporation has been approved by the Board (other than the directors with an interest in the Proposed Transaction). Unless otherwise specified, information contained in this Information Circular is given as of October 28, 2022.

ON BEHALF OF THE BOARD

"Mark Wall"

MARK WALL

President and Chief Executive Officer

SCHEDULE "A"

Mountain Province Diamonds Inc.

Proposed Transaction Resolution

WHEREAS all capitalized terms used herein have the meanings given to such terms in the information circular of Mountain Province Diamonds Inc. dated October 28, 2022.

Resolved as an ordinary resolution that:

- (a) the entry into and performance of the Proposed Transaction, including the entry into and performance of the New Loan Indenture and related agreements and documents, the issuance of the New Loan Notes and the preparation, negotiation and execution of all related agreements or documents, all as described in the Information Circular, be and is hereby approved and authorized;
- (b) any one disinterested director or officer of the Corporation be and is hereby authorized and directed to execute and deliver on behalf of the Corporation all such documents and instruments and to do all such other acts and things as in his or her opinion may be necessary or desirable in connection with the foregoing; and
- (c) the Special Committee and the Corporation will have the sole and complete discretion not to proceed with the Proposed Transaction and, notwithstanding shareholder approval, there will be no obligation to enter into the Proposed Transaction.