

Crystallex International Corporation

SUPPLEMENTAL CHARTER OF THE BOARD OF DIRECTORS

General

- (1) This Supplemental Charter is supplemental to the Charter of the Board (*Charter*) of Crystallex International Corporation (*Corporation*).
- (2) In the event of a conflict between the terms and provisions of the Charter and this Supplemental Charter, this Supplemental Charter shall prevail.
- (3) Capitalized terms used herein and defined in the senior secured credit agreement dated as of April 23, 2012, as amended, between the Corporation and Tenor Special Situation Fund I, LLC, as assigned by Tenor Special Situation Fund I, LLC to Tenor KRY Coöperatief U.A. (*Credit Agreement*), shall have the meanings set forth therein, unless otherwise defined herein.

Responsibilities

- (1) No resolution of the Board relating to any of the following matters shall be approved except by a majority of the members of the Board voting on the issue, including at least one (1) Series 1 Nominee:
 - (a) payment of any management compensation in excess of or in addition to that contemplated in the Initial Operating Budget, other than in connection with the MIP;
 - (b) any transaction or group of related transactions with an Affiliate of the Corporation involving consideration of \$50,000 or more in the aggregate;
 - (c) the retention or continuance by the Corporation of any advisor other than Arbitration Counsel or advisors retained by the Corporation in respect of the Special Matters listed in clauses (i), (ii) and (iii) of section 6.15(a) of the Credit Agreement; or
 - (d) [REDACTED].
- (2) None of the following actions shall be undertaken by the Corporation unless authorized by resolution of the Board approved by at least four (4) of the directors, one of whom must be the Designated Director (or if there is no Designated Director, then all four (4) of the directors):
 - (a) [REDACTED];
 - (b) [REDACTED];
 - (c) [REDACTED];
 - (d) any merger or amalgamation of the Corporation with any other Person or any sale or other disposition of all or substantially all the assets and undertaking of the Corporation or its rights under or in connection with the Arbitration Proceeding; or
 - (e) [REDACTED].
- (3) [REDACTED].

- (4) In the event that there is a disagreement or material doubt by the Designated Director or amongst the other directors as to whether a particular matter is or is not a Non-Delegable Matter, then in order to resolve that question the Designated Director shall, on behalf of the Corporation, seek the advice of reputable, independent corporate counsel approved by ordinary resolution of the Board and doing no other work for the Corporation or the Lender, and the Corporation shall act on the advice of such counsel.

Meetings and Proceedings

- (1) Members of the Advisory Panel, acting solely in such capacity, shall be entitled to attend and observe meetings of the Board but shall not be permitted to make submissions at any such meeting except with respect to any Special Matters being considered at such meeting. For the avoidance of doubt, nothing in this paragraph shall affect the rights of a director of the Corporation who is also a member of the Advisory Panel.

Special LAC Nominees

- (1) Without in any way limiting the provisions hereof, when any of the Special LAC Shares are issued, all of the rights of the Series 1 Nominees set out in this Supplemental Charter shall be attributed to and exercisable by the Special LAC Share nominees in place of the Series 1 Nominees.

Automatic Termination

- (1) The provisions of this Supplemental Charter shall terminate and be of no further force or effect as of the earliest date such provisions may terminate without the Corporation being in breach of its obligations under the Credit Agreement.