

CERTIFICATE OF THE MONITOR

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
Commercial Division

File: No: 500-11-050409-164

IN THE MATTER OF:
7098961 CANADA INC.

Debtor/Petitioner

-and-

Richter Advisory Group Inc.

Monitor

CERTIFICATE OF THE MONITOR

RECITALS:

WHEREAS on March 24, 2016, the Superior Court of Quebec (the "**Court**") issued an Initial Order (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* (the "**Act**") in respect of 7098961 Canada Inc. (the "**Petitioner**");

WHEREAS pursuant to the terms of the Initial Order, Richter Advisory Group Inc. (the "**Monitor**") was named Monitor of the Petitioner; and

WHEREAS on May 24, 2016, the Court issued an Order (the "**Vesting Order**") thereby, *inter alia*, authorizing and approving the execution by the Petitioner of an agreement entitled *Asset Purchase Agreement* (the "**Purchase Agreement**") by and between 7098961 Canada Inc., as vendor (the "**Vendor**") and 9721444 Canada Inc. as purchaser (the "**Purchaser**"), copy of which was filed in the Court record, and into all the transactions contemplated therein (the "**Transaction**") with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to with the consent of the Monitor.

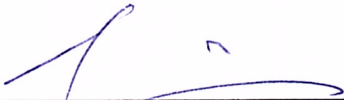
WHEREAS the Vesting Order contemplates the issuance of this Certificate of the Monitor once the (a) the Purchase Agreement has been executed and delivered; and (b) the Purchase Price (as defined in the Purchase Agreement) has been paid by the Purchaser; and (c) and all the conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

THE MONITOR CERTIFIES THAT IT HAS BEEN ADVISED BY THE VENDOR AND THE PURCHASER AS TO THE FOLLOWING:

- (a) the Purchase Agreement has been executed and delivered;
- (b) the Purchase Price (as defined in the Purchase Agreement) payable upon the closing of the Transaction and all applicable taxes have been paid; and
- (c) all conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

This Certificate was issued by the Monitor at Montreal on May 25, 2016.

Richter Advisory Group Inc. in its capacity as Monitor to
7098961 Canada Inc. , and not in its personal capacity
Per:



Name: Benoit Gingues
Title: Partner