

Schedule A – Form of Proposal Trustee’s Certificate

Court File No. 31-2675593

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE PROPOSAL TO
CREDITORS OF CONFORTI HOLDINGS LIMITED, A
CORPORATION INCORPORATED UNDER THE
ONTARIO *BUSINESS CORPORATIONS ACT*, R.S.O.
1990, C. B.16**

PROPOSAL TRUSTEE’S CERTIFICATE

RECITALS

A. Crowe Soberman Inc. acts as proposal trustee (in such capacity, the “**Proposal Trustee**”) to the proposal to creditors of Conforti Holdings Limited (the “**Debtor**”) under the *Bankruptcy and Insolvency Act*.

B. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 23, 2021, the Court approved the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Debtor and Cicaplus Ltd. (the “**Purchaser**”) dated May 5, 2021, as amended by amending agreement dated July 15, 2021, and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the purchased assets described as such in the Sale Agreement (the “**Purchased Assets**”), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii)

that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by Debtor, the Proposal Trustee and/or the Purchaser, as applicable; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the Proposal Trustee has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtor, the Proposal Trustee and/or the Purchaser, as applicable; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at _____ on _____ .

CROWE SOBERMAN INC., solely in its capacity as proposal trustee to proposal to creditors of Conforti Holdings Limited

Per: _____

Name:

Title:



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President