



Schedule A – Form of Monitor’s Certificate

Court File No. CV-20-00648528-00CL

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF JMX CONTRACTING INC., JMX NATIONAL INC.,
BRND PROPERTIES INC., and JMX LEASING INC. (the “Applicants”)**

MONITOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Hainey of the Ontario Superior Court of Justice (the "**Court**") dated September 29, 2020, Crowe Soberman Inc. was appointed as the monitor (the "**Monitor**") of the Applicants.

B. Pursuant to an Order of the Court dated February 2, 2021, the Court approved the share purchase agreement made as of February 19, 2021 (the "**SPA**") between the 2808447 Ontario Inc. ("**New ParentCo**") and 2779076 Ontario Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of New ParentCo’s right, title and interest in and to the Purchased Shares, which vesting is to be effective with respect to the Purchased Shares upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) that the conditions to Closing as set out in section 1.2 of the SPA have been satisfied or waived by New ParentCo and the Purchaser; and (ii) the Transactions has been completed to the satisfaction of the Monitor.

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

THE MONITOR CERTIFIES the following:

1. In reliance on written notice from counsel for New ParentCo and the Purchaser, the conditions to Closing as set out in section 1.2 of the Sale Agreement have been satisfied or waived by New ParentCo and the Purchaser; and
2. The Transaction has been completed to the satisfaction of the Monitor.
3. This Certificate was delivered by the Monitor at 11:45 AM on February 22 , 2021.

**CROWE SOBERMAN INC. in its capacity as
Monitor, and not in its personal capacity**

Per: _____


Name: Hans Rizarri

Title: President

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**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

MONITOR'S CERTIFICATE

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**Lawyers for Crowe Soberman Inc., in its
capacity as Monitor of the Applicants**