

Schedule A – Form of Monitor’s Certificate

Court File No. 10-8699-00CL

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 PLANET ORGANIC HEALTH CORP. AND DARWEN
HOLDINGS LTD.

MONITOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (the "Court") dated April 29, 2010, Deloitte & Touche Inc. was appointed as the monitor of the Applicants (the "Monitor").

B. Pursuant to an Order of the Court dated June 4, 2010, the Court approved the acquisition agreement among Planet Organic Health Corp. and Darwen Holdings Ltd. (collectively, the "Applicants") and 7562578 Canada Inc. (the "Creditor") made as of May 19, 2010 and as amended pursuant to the First Amendment to Acquisition Agreement dated June 1, 2010, together with such non-material amendments as may be consented to by the Monitor (collectively, the "Acquisition Agreement") and provided for the vesting in the Creditor of all right, title and interest in and to the Assets, which vesting is to be effective with respect to the Assets upon the delivery by the Monitor to the Creditor of a certificate with this Court confirming that (i) the conditions to Closing as set out in Article 6 of the Acquisition Agreement have been satisfied or waived by the Applicants and the Creditor, (ii) the Applicants have been released from the guarantee agreement dated as of July 3, 2007 (the "Guarantee") in respect of

the amended and restated term loan agreement dated as of November 30, 2007 (as amended) (the "Term B Credit Agreement"), and (iii) the Transaction 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 Acquisition Agreement.

THE MONITOR CERTIFIES the following:

1. The conditions to Closing as set out in Article 6 of the Acquisition Agreement have been satisfied or waived by the Applicants and the Creditor.
2. The Applicants have been released from the Guarantee in respect of the Term B Credit Agreement.
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at 10:40pm on June 4th, 2010.

**Deloitte & Touche Inc., in its capacity as
Monitor of the Applicants, and not in its
personal capacity**

Per: _____

Name: HUEY UEE

Title: VICE PRESIDENT

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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AND IN THE MATTER OF PLANET ORGANIC HEALTH CORP. and DARWEN
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

MONITOR'S CERTIFICATE

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