

Court File No. CV-21-00664429-00CL

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

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

CERTUS AUTOMOTIVE INC. and KEEN POINT INTERNATIONAL INC.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243 OF THE
BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, RSO 1990, c 43, AS AMENDED

DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated June 25, 2021, Deloitte Restructuring Inc. (“**Deloitte**”) was appointed as receiver (in such capacity, the “**Receiver**”), of the assets, undertakings and properties of Certus Automotive Inc. (“**CAI**”) and Keen Point International Inc. (“**KPI**”, and together with CAI, the “**Debtors**”).

B. Pursuant to an Order of the Court dated April 29, 2022 (the “**Discharge Order**”), Deloitte was discharged as Receiver of the Debtors, effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the completion of the administration of the receivership proceeding herein have been completed to the satisfaction

of the Receiver (the “**Remaining Activities**”), as set out in the Third Report of the Receiver dated April 22, 2022 (the “**Third Report**”), provided however that, notwithstanding its discharge: (a) Deloitte will remain Receiver for the performance of the Remaining Activities, and (b) Deloitte as Receiver will continue to have the benefit of the provisions of all Orders made in this proceeding including all approvals, protections and stays of proceedings in favour of Deloitte, in its capacity as the Receiver.

THE RECEIVER CERTIFIES the following:

1. The Receiver has paid all amounts required to be paid pursuant to the Discharge Order; and
2. The Receiver is satisfied that all Remaining Activities have been completed to the satisfaction of the Receiver.

THIS CERTIFICATE was delivered by the Receiver on October 12, 2022.

DELOITTE RESTRUCTURING INC., solely in its capacity as the court-appointed receiver of the Debtors, and not in its personal capacity or in any other capacity

Per:



Name: Jordan Sleeth

Title: Senior Vice President

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PROCEEDING COMMENCED AT TORONTO

DISCHARGE CERTIFICATE

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*Lawyers for Deloitte Restructuring Inc., in its capacity as
Court-appointed Receiver and Manager of Certus Automoti
Inc. and Keen Point International Inc.*