

SUPERIOR COURT
(Commercial Division)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
NO: 500-11-065195-253
DATE: June 12, 2025**

PRESIDING: THE HONOURABLE JANET MICHELIN, J.S.C.

IN THE MATTER OF THE *RECEIVERSHIP* OF:

9408-7129 QUÉBEC INC.

Debtor

-and-

DELOITTE RESTRUCTURING INC.

Receiver/Applicant

-and-

COMPLEXE DU MUSÉE INC.

Impleaded Party (Purchaser)

-and-

GROUPE MACH ACQUISITION INC.

Impleaded Party (Guarantor)

-and-

**THE REGISTRAR OF THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS
(QUÉBEC)**

-and-

**THE REGISTRAR OF THE LAND REGISTER FOR THE REGISTRATION DIVISION OF
MONTRÉAL**

Impleaded Parties

CERTIFICATE OF THE RECEIVER

RECITALS:

WHEREAS on February 5, 2025, the Superior Court of Québec, Commercial Division (the "**Court**") issued an order appointing a receiver (the "**Receivership Order**") pursuant to the *Bankruptcy and Insolvency Act* (the "**BIA**") in respect of 9408-7129 Québec Inc. (the "**Debtor**").

WHEREAS pursuant to the terms of the Receivership Order, Deloitte Restructuring Inc. was appointed as receiver to certain assets of the Debtor further described in the Receivership Order (in such capacity, the "**Receiver**");

WHEREAS on June 12, 2025, the Court issued an Order (the "**Reverse Vesting Order**") thereby, *inter alia*, authorizing and approving the execution by the Receiver (acting on behalf of the Debtor) of an agreement entitled *Share Purchase Agreement* (as such agreement was amended by the First Amendment to the Share Purchase Agreement dated June 11, 2025, and as may be amended in accordance with its terms and the terms of the Reverse Vesting Order, the "**Share Purchase Agreement**") by and among, *inter alia*, the Receiver (acting on behalf of the Debtor), as the vendor, Complexe du Musée Inc., as Purchaser (the "**Purchaser**"), and Groupe Mach Acquisition Inc. as Guarantor (the "**Guarantor**"), a non-redacted copy of which was filed, under seal, in the Court record, and approving all the transactions contemplated therein, including the Reorganization contemplated in the Share Purchase Agreement and in the Reorganization Step Plan attached thereto (the "**Transactions**"), with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to by the Receiver (acting on its own behalf and on behalf of the Debtor), the Purchaser and the Guarantor, provided that such alterations, changes, amendments, deletions or additions do not reduce the consideration payable by the Purchaser or the obligations of the Guarantor pursuant to the Share Purchase Agreement, or the consideration which the applicable stakeholders of the Debtor will benefit from as a result of the Transactions; and


WHEREAS the Reverse Vesting Order contemplates the issuance of this Certificate of the Receiver once the (a) the Share Purchase Agreement has been executed and delivered in accordance with the terms and subject to the conditions of the Share Purchase Agreement; (b) the Purchase Price (as defined in the Share Purchase Agreement) has been satisfied by the Purchaser; and (c) all the conditions to the closing of the Transactions have been satisfied or waived by the parties thereto.

THE RECEIVER CERTIFIES AS TO THE FOLLOWING:

- (a) the Share Purchase Agreement has been executed and delivered;
- (b) the Purchase Price has been satisfied by the Purchaser; and
- (c) all conditions to the closing of the Transactions have been satisfied or waived by the parties thereto.

This Certificate was issued by the Receiver at 4:30 p.m. (Eastern time) on June 17, 2025.

Deloitte Restructuring Inc., in its capacity as court-appointed receiver to the Debtor and not in its personal or corporate capacity.

Signature: 
Name: Benoit Clouâtre, CPA, CIRP, LIT
Title: Senior Vice-President
