

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL  
DIVISION NO.: 01-MONTREAL  
COURT NO.: 500-11-058310-208  
FILE NO.: 41-2647457

SUPERIOR COURT  
Commercial Division

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IN THE MATTER OF THE NOTICE OF  
INTENTION TO MAKE A PROPOSAL UNDER  
THE *BANKRUPTCY AND INSOLVENCY ACT*  
OF:

Coalision Inc.  
Debtor

-and-

Deloitte Restructuring Inc.

Trustee to the Notice of Intention

**CERTIFICATE OF THE TRUSTEE**

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**RECITALS:**

**WHEREAS** on May 26, 2020, Coalision Inc. filed a Notice of intention to make a proposal to its creditors (the “**NOI**”) pursuant to the *Bankruptcy and Insolvency Act* (the “**Act**”);

**WHEREAS** pursuant to the terms of the NOI, Deloitte Restructuring Inc. was named Trustee to the NOI (the “**Trustee**”);

**WHEREAS** on June 29, 2020, the Court issued an Approval, Assignment and Vesting Order (the “**Order**”) thereby, *inter alia*, authorizing and approving the transaction contemplated by the agreement entitled Asset Purchase Agreement (the “**Asset Purchase Agreement**”) by and between Coalision Inc., (the “**Vendor**”), as vendor, and 1254429 B.C. Unlimited Liability Company (the “**Purchaser**”), as purchaser, copy of which was filed in the Court record as Exhibit P-11 and into all the transactions contemplated therein (the “**Transaction**”) with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to with the consent of the Trustee;

**WHEREAS** on July 16, 2020 the Court issued a De Bene Esse Approval Order;

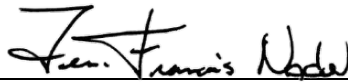
**WHEREAS** the Order contemplates the issuance of this Certificate of the Trustee once the (a) the Asset Purchase Agreement has been executed and delivered; and (b) the Purchase Price (as defined in the Asset Purchase Agreement) has been paid by the Purchaser; and (c) and all the conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

**THE TRUSTEE CERTIFIES THAT IT HAS BEEN ADVISED BY THE VENDOR AND THE PURCHASER AS TO THE FOLLOWING:**

- (a) the Asset Purchase Agreement has been executed and delivered;
- (b) the Purchase Price (as defined in the Asset Purchase Agreement) payable upon the closing of the Transaction and all applicable taxes have been paid, it being understood that the Cure Costs (as defined in the Asset Purchase Agreement) shall remain payable by the Purchaser by August 29, 2020 in accordance with paragraph [11] of the Order; and
- (c) all conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

This Certificate was issued by the Trustee at \_\_\_\_\_ on July 17, 2020.

**Deloitte Restructuring Inc.** in its capacity as trustee, and not in its personal capacity.



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Per: Jean-François Nadon, CPA, CA, CIRP, LIT,  
partner