

Court File No. CV-24-00720622-00CL

**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 EASTERN
MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN
SERVICES INC., SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDEN
BROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY CORPORATION AND
EASTERN MEAT SOLUTIONS (USA) CORP.**

(each an “**Applicant**” and collectively, the “**Applicants**”)

MONITOR’S CERTIFICATE

RECITALS

- A. The Applicants commenced these proceedings under the *Companies’ Creditors Arrangement Act* on May 21, 2024 (the “**CCAA Proceedings**”).
- B. Pursuant to an Order of the Honourable Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated May 21, 2024 (as amended and restated), Deloitte Restructuring Inc. was appointed as monitor (the “**Monitor**”) of the Applicants in the CCAA Proceedings.
- C. Pursuant to an Order of the Court dated September 25, 2024, the Court approved the asset purchase agreement dated as of September 19, 2024, as amended (collectively, the “**Sale Agreement**”) between the Sierra Custom Foods Inc. (the “**Seller**”) and 1001000161 Ontario Limited (the “**Buyer**”) and provided for the vesting in the Buyer of the Seller’s right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Seller and Buyer of a certificate confirming: (i) the payment in full by the Buyer of the Purchase Price (as defined in the Sale Agreement) for the Purchased Assets; (ii) that the conditions to

Closing as set out in Articles 10 and 11 of the Sale Agreement have been satisfied or waived by the Seller or the Buyer, as applicable; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

THE MONITOR CERTIFIES the following:

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1. The Monitor has received written confirmation from the Seller and the Buyer that:
 - a. the Buyer has paid, and the Seller has received, the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
 - b. all of the conditions to Closing as set out in Articles 10 and 11 of the Sale Agreement have been satisfied or waived by the Seller and the Buyer; and
 - c. the Transaction has been completed to the satisfaction of the Monitor.

This Certificate was delivered by the Monitor at 10:00 a.m. on October 25, 2024.

DELOITTE RESTRUCTURING INC.,
solely in its capacity as Court-appointed Monitor
of the Applicants and without personal or
corporate liability

Per: _____

Name:

Jordan Sleeth

Title:

Senior Vice President

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<p>ONTARIO</p> <p>SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p> <p>PROCEEDING COMMENCED AT TORONTO</p>	
<p>MONITOR'S CERTIFICATE</p>	
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