

Court File No. CV-23-00710259-00CL

**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 MASTERMIND GP INC.

(the “**Applicant**”)

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Steele of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated November 23, 2023 (as amended and restated on November 30, 2023, and as may be further amended and restated from time to time), Alvarez & Marsal Canada Inc. was appointed as the monitor (in such capacity, the “**Monitor**”) of the undertaking, property and assets of Mastermind GP Inc. and Mastermind LP under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

B. Pursuant to an Order of the Court dated December 13, 2023 (the “**Sale Approval and Vesting Order**”), the Court approved the asset purchase agreement made as of December 1, 2023 (the “**APA**”), between Mastermind LP, by its general partner Mastermind GP Inc., as seller (the “**Seller**”) and Unity Acquisitions Inc. (or any permitted assignee under the APA) as buyer (the “**Buyer**”), and provided for the vesting in the Buyer of all of the Seller's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Seller and the Buyer or their respective counsel of this Monitor's Certificate.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the APA (as amended pursuant to an amendment to asset purchase agreement dated January 9, 2024, and assigned by Unity Acquisitions Inc. to the Buyer pursuant to an assignment and

assumption agreement dated January 14, 2024) or the Sale Approval and Vesting Order, as applicable.

THE MONITOR CERTIFIES the following:

1. The Monitor has received written confirmation from the Seller and the Buyer (through their respective counsel), in form and substance satisfactory to the Monitor, that all conditions to Closing as set out in sections 8.4 and 8.5 of the APA have been satisfied or waived by the Seller and the Buyer, respectively; and
3. The Transactions have been completed to the satisfaction of the Monitor.
4. This Monitor's Certificate was delivered by the Monitor effective as at 12:01 a.m. on January 15, 2024.

Alvarez & Marsal Canada Inc., solely in its capacity as Monitor of Mastermind GP Inc. and Mastermind LP, and not in its personal or corporate capacity

Per: 
Name: Josh Nevsky
Title: Senior Vice-President