

C A N A D A

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

No.: 500-11-063165-233

DATE : January 23, 2024

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

13517985 CANADA INC.

Debtor

-and-

HIGHCREST LENDING CORPORATION

Applicant / Secured Creditor

KPMG INC.

Monitor

-and-

PERSONAL AND MOVABLE REAL RIGHTS REGISTRAR

MONITOR'S CERTIFICATE

RECITALS:

- A. Pursuant to an Order of the Superior Court of Québec (Commercial Division) (the "**Court**") dated December 20, 2023, the Debtor commenced proceedings pursuant to the *Companies' Creditors Arrangement Act* (Canada) and KPMG Inc. was appointed as monitor of the Debtor (the "**Monitor**") in those proceedings.

- B. Pursuant to an Order of the Court dated January 12, 2024, the Court approved the Investment Agreement dated January 8, 2024 (the “**Agreement**”) among (i) 15449189 Canada inc., as Investor (the “**Investor**”), and (ii) the Monitor for and on behalf of the Debtor, 13517985 Canada Inc., with respect to, *inter alia* the cancellation of the shares held by Trade X Group of Companies Inc. in the capital of 13517985 Canada inc. d.b.a. “**Wholesale Express**” (the “**Company**”) and the issuance of new shares in the capital of the Company to the Investor.
- C. Unless otherwise indicated herein, capitalized terms used herein have the meanings given in the Agreement.

THE MONITOR CERTIFIES the following:

1. The Agreement was signed;
2. The Subscription Price, as this term is defined in the Agreement, payable at closing pursuant to the Agreement was received by the Monitor, and the Investor has advised the Monitor that all applicable taxes, as the case may be, have been paid; and
3. The Investor has confirmed to the Monitor that the conditions to Closing set forth in the Agreement have been satisfied or waived by the Parties and that the Closing has occurred.
4. This Certificate was issued by the Monitor at 2:45 pm on January 23, 2024.

KPMG Inc., in its capacity as Monitor of 13517985 Canada inc. d.b.a. “Wholesale Express” and not in its personal capacity.

DocuSigned by:

David Malin

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Name: David Malin

Title: Partner