

Court File No. BK-23-02975175-0031
Estate File No. 31-2975175

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
(COMMERCIAL LIST)**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER
THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED
OF DATATAX BUSINESS SERVICES LIMITED, A CORPORATION FORMED UNDER
THE LAWS OF ONTARIO**

TERMINATION CERTIFICATE

RECITALS

WHEREAS Datatax Business Services Limited ("**Datatax**"), which is the sole shareholder of all of the shares in Farm Business Consultants Inc. ("**Farm**"), FBC Financial & Estate Planning Services Inc. ("**FBC Financial**") and Wheatland Accounting Services Ltd. ("**Wheatland**", together with Farm and FBC Financial, the "**Datatax Subsidiaries**", and the Datatax Subsidiaries, together with Datatax, the "**Datatax Companies**") filed a Notice of Intention to File a Proposal (the "**NOI**") on August 14, 2023, and appointed KPMG Inc. as the proposal trustee (in such capacity, the "**Proposal Trustee**");

AND WHEREAS pursuant to an Order granted by the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated August 17, 2023 (the "**August 2023 Order**"), the Court approved, among other things, a sales solicitation process ("**SSP**") and the asset purchase agreement between Datatax and 2872802 Ontario Inc. dated August 11, 2023, for the sole purpose of acting as the stalking horse bid in the SSP;

AND WHEREAS pursuant to the pursuant to an Order granted by the Honourable Justice Cavanagh dated October 11, 2023 (the “**Distribution, Termination and Fee Approval Order**”), the positions of Brent Houlden as a director and Naveed Manzoor as an interim CEO of Datatax are to be terminated, effective upon the filing by the Proposal Trustee of this certificate;

AND WHEREAS pursuant to the pursuant to the Distribution, Termination and Fee Approval Order, Brent Houlden, Naveed Manzoor and FAAN are to be released and discharged from any and all liability they may have by reason of, or in any way arising out of, their acts or omissions in relation to their roles acting for Datatax (and Farm Business Consultants Inc., FBC Financial & Estate Planning Services Inc. and Wheatland Accounting Services Ltd., such entities being the “**Datatax Subsidiaries**”), save except for gross negligence or wilful misconduct on the respective parts of Brent Houlden, Naveed Manzoor or FAAN, effective upon the filing by the Proposal Trustee of this certificate;

AND WHEREAS pursuant to the Distribution, Termination and Fee Approval Order, the Administration Charge, the DIP Charge and the D&O Charge (as defined in the August 2023 Order) are to be vacated and be of no further force and effect, effective upon the filing by the Proposal Trustee of this certificate;

AND WHEREAS pursuant to the Distribution, Termination and Fee Approval Order, paragraph 11 of the August 2023 Order was amended such that the time within which Datatax is to make a proposal pursuant to section 62(1) of the *Bankruptcy and Insolvency Act* (Canada), and the corresponding stay of proceedings provided for in

section 69 of the BIA, is to expire or terminate, as the case may be, on the earlier of:

(i) October 28, 2023 and (ii) the filing by the Proposal Trustee of this certificate; and

AND WHEREAS pursuant to an Order granted by the Honourable Justice Cavanagh dated October 11, 2023 (the “**Approval and Vesting Order**”), the confidential appendices (the “**Confidential Appendices**”) of the Second Report of the Proposal Trustee are to be sealed until the filing by the Proposal Trustee of this certificate.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Distributions contemplated at paragraph 4 of the Distribution, Termination and Fee Approval Order have been completed.
2. The Receiver has completed the Remaining Matters in connection with the proposal proceedings as described in the Second Report.
3. This Certificate was delivered by the Proposal Trustee to the Company by delivery to the Company’s counsel, Tyr LLP, at 3:47 p.m. [TIME] on 10/23/23 [DATE].

**KPMG INC. , solely in its capacity as
proposal trustee of Datatax Business
Services Limited, and not in its personal
capacity**

Per: 

Name: Pritesh Patel

Title: Senior Vice President

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED OF DATATAX BUSINESS SERVICES LIMITED, A CORPORATION FORMED UNDER THE
LAWS OF ONTARIO**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

PROPOSAL TRUSTEE'S TERMINATION CERTIFICATE

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Counsel to KPMG Inc., solely in its capacity
as proposal trustee and not in its personal
capacity