



MONITOR'S CERTIFICATE

No. S-208894

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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 COMPRIMISE AND ARRANGEMENT OF
URTHECAST CORP., URTHECAST INTERNATIONAL CORP., URTHECAST USA INC.,
1185729 B.C. LTD, AND THOSE OTHER PETITIONERS SET OUT ON THE ATTACHED
SCHEDULE "A"

PETITIONERS

MONITOR'S CERTIFICATE

- A. By order made September 4, 2020, this Court appointed Ernst & Young Inc. as monitor (the "**Monitor**") of each of the Petitioners pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-46 (as amended, the "**CCAA**").
- B. Pursuant to an order of the Court dated January 7, 2021 (the "**Approval and Vesting Order**"), the Court approved the sale of the Acquired Assets and Acquired Entities to EarthDaily Holdings, LP, EarthDaily Holdings Corp., EarthDaily Canada Limited Partnership (the "**Purchasers**"), providing for the vesting in the Purchasers of all of the Vendors' right, title and interest in and to the Acquired Assets (as defined in the Sale Agreement), which vesting is to be effective with respect to the Acquired Assets upon the delivery by the Monitor to the Purchasers of a certificate confirming: (i) the Monitor's receipt of the Purchasers' Conditions Certificate and the Vendors' Conditions Certificate pursuant to section 10.4 of the Sale Agreement, and (ii) the payment by the Purchasers of the Purchase Price for the Acquired Assets.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order.

THE MONITOR HEREBY CERTIFIES the following:

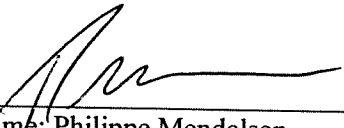
- 1. The Monitor has received the Conditions Certificates.
- 2. The Monitor has received the Purchase Price, or confirms that the Purchase Price has been satisfied in accordance with the Sale Agreement.

This Certificate was delivered by the Monitor at 12:05PM on February 26, 2021.

ERNST & YOUNG INC.,

in its capacity as the Monitor of the
Petitioners, and not in its personal
capacity:

Per:



Name: Philippe Mendelson

Title: Vice-President

Schedule "A"
List of Petitioners

1. 1185781 B.C. Ltd.
2. Deimos Imaging S.L.U.
3. DOT Imaging S.L.U.
4. Geosys Australia PTY Ltd.
5. Geosys do Brasil Sistemas de Informacao Agricolas Ltda.
6. Geosys Europe Sarl
7. Geosys Holding, ULC (was Geosys Technology Holding LLC)
8. Geosys-Int'l, Inc.
9. Geosys S.A.S.
10. UrtheCast Holdings (Malta) Limited
11. UrtheCast Imaging S.L.U.
12. UrtheCast Investments (Malta) Limited
13. UrtheDaily Corp.