



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 COMPROMISE 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 Purchased Assets to 1262743 B.C. Ltd. (the "**Purchaser**"), providing for the vesting of the Purchased Assets (as defined in the Sale Agreement) in the Purchaser, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; and (ii) the Transaction has been completed to the satisfaction of the Monitor.
- 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 written confirmation in form and substance satisfactory to the Monitor from the Purchaser and Vendor that all conditions of Closing have been satisfied or waived by the applicable Parties.
- 2. The Monitor has received the Purchase Price.

This Certificate was delivered by the Monitor at 9:00pm on January 19, 2021.

**ERNST & YOUNG INC.**, in its capacity as the  
Monitor of the Petitioners, and not in its  
personal capacity:

Per:

A handwritten signature in black ink, appearing to be 'RJ' followed by a long horizontal stroke.

\_\_\_\_\_  
Name