

CANADA

PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

File N°: 500-11-055853-192

SUPERIOR COURT  
Commercial Division

---

IN THE MATTER OF THE NOTICE OF  
INTENTION TO MAKE A PROPOSAL OF:

8738971 CANADA INC. (formerly known as  
"Pazazz Printing Inc./Imprimerie Pazazz inc.")

Debtor/Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

THE REGISTRAR OF THE REGISTER OF  
PERSONAL AND MOVABLE REAL RIGHTS

-and-

THE PARTIES LISTED IN THE ATTACHED  
SERVICE LIST

Mises-en-cause

---

CERTIFICATE OF THE TRUSTEE

---

RECITALS:


**WHEREAS** on March 6, 2019 the Superior Court of Quebec (the "**Court**") issued an Approval and Vesting Order (the "**Vesting Order**") pursuant to the *Bankruptcy and Insolvency Act*, Canada (the "**BIA**") thereby, *inter alia*, authorizing and approving the execution by 8738971 Canada Inc. (the "**Debtor**") of that certain offer to purchase made by a corporation to be designated and controlled by James Garfinkle (without personal liability) (the "**Purchaser**") on February 22, 2019 and accepted by the Debtor on February 26, 2019 (the "**Offer**"), a copy of which was filed in the Court record, and into all the transactions contemplated therein (the "**Transaction**") with such non-substantial modifications, changes, amendments, deletions or additions thereto, as may be agreed to by the Debtor and Purchase, with the consent of the Trustee.

**THE TRUSTEE CERTIFIES THE FOLLOWING:**

- (a) all conditions to "Closing" (as defined in the Offer) have been satisfied or waived by the parties thereto;
- (b) the "Purchase Price" (as defined in the Offer) has been paid; and
- (c) the "Definitive Agreements" (as set forth in the Offer) and the "Agreement of Sale" (as defined in the Offer) have been executed and delivered.

This Certificate was issued by the Trustee at 2:30pm on March 13, 2019.

**RICHTER ADVISORY GROUP INC.**, in its capacity as Trustee to the Notice of Intention to Make a Proposal of 8738971 Canada Inc., and not in its personal capacity.

Name:  ANDREW ADESSKY

Title: PARTNER