

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF SAINT JOHN

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

BETWEEN:

**SKILLSOFT CANADA, LTD.**

APPLICANT

-and-

**SKILLSOFT CORPORATION, AMBER HOLDING  
INC., SUMTOTAL SYSTEMS LLC, MINDLEADERS,  
INC., ACCERO, INC., CYBERSHIFT HOLDINGS,  
INC., CYBERSHIFT, INC. (U.S.), POINTWELL  
LIMITED, SSI INVESTMENTS I LIMITED, SSI  
INVESTMENTS II LIMITED, SSI INVESTMENTS III  
LIMITED, SKILLSOFT LIMITED, SKILLSOFT  
IRELAND LIMITED, THIRDFORCE GROUP LIMITED,  
SKILLSOFT U.K. LIMITED AND SKILLSOFT  
CANADA, LTD.**

RESPONDENTS

### INFORMATION OFFICER'S CERTIFICATE

#### RECITALS

- A.** Pursuant to the Supplemental Order (Foreign Main Proceeding) of the Honourable Mr. Justice Darrell J. Stephenson granted by the Court of Queen's Bench (Trial Division) (the "**Court**") in these *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") recognition proceedings on June 23, 2020, effective as of June 19, 2020 (the "**Supplemental Order**"), Richter Advisory Group Inc. was appointed as information officer (in such capacity, the "**Information Officer**") in these CCAA recognition proceedings.

- B.** Pursuant to the Recognition, Discharge and Termination Order of the Honourable Mr. Justice Darrell J. Stephenson granted by the Court in these CCAA recognition proceedings on August 17, 2020 (the “**Recognition, Discharge and Termination Order**”), the order entitled *Findings of Fact, Conclusions of Law, and Order Confirming the Second Amended Joint Chapter 11 Plan of Skillsoft Corporation and its Affiliated Debtors*, a copy of which is attached as Schedule “A” to the Recognition, Discharge and Termination Order, was recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA.
- C.** Pursuant to the Recognition, Discharge and Termination Order, upon receipt of the Notice (as defined below) and provided that the Information Officer and its counsel have been paid all amounts owing to them pursuant to the Supplemental Order, the Information Officer is required to file a certificate certifying that, to the best of its knowledge, the Effective Date under the Final Plan (each as defined in the Recognition, Discharge and Termination Order) has occurred.
- D.** Pursuant to the Recognition, Discharge and Termination Order, the Information Officer is entitled to rely on written notice (which may be provided by way of e-mail) from Skillsoft Canada, Ltd., in its capacity as foreign representative for itself and the Respondents, or its counsel (the “**Notice**”), advising that the Effective Date under the Final Plan has occurred without any independent investigation.

**THE INFORMATION OFFICER, IN RELIANCE UPON THE NOTICE, HEREBY CERTIFIES THAT, TO THE BEST OF ITS KNOWLEDGE:**

1. The Effective Date under the Final Plan has occurred.

**DATED** at the City of Montreal, in the Province of Quebec this 31<sup>st</sup> day of August, 2020

Richter Advisory Group Inc., in its capacity as Information Officer, and not in its personal capacity.



**Name:** Olivier Benchaya

**Title:** CPA, CA, CIRP, LIT