

MONITOR'S SECOND CERTIFICATE

Court File No. CV-20-00643158-00CL

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

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 OR ARRANGEMENT OF
ROBERTS COMPANY CANADA LIMITED

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WHEREAS pursuant to the Order of this Court dated June 29, 2020, Richter Inc. (formerly, Richter Advisory Group Inc.) was appointed as the monitor (the "**Monitor**") of Roberts Company Canada Limited (the "**Applicant**"), in the within CCAA proceedings (the "**CCAA Proceedings**");

AND WHEREAS pursuant to the Order of this Court dated September 28, 2020 (the "**Meeting Order**"), the Applicant filed the plan of compromise and arrangement pursuant to the *Companies' Creditors Arrangement Act* (Canada) (as may be amended or restated in accordance with its terms, the "**Plan**");

AND WHEREAS the Plan has been sanctioned by this Honourable Court by Order dated October 26, 2020 (the "**Sanction Order**");

AND WHEREAS the Sanction Order requires that, upon (i) fulfillment of the Monitor's duties under the Claims Procedure Order and the Sanction Order; (ii) the Monitor receiving an acknowledgement of payment in full of the claims secured by the Administration Charge; and (iii) payment, by the Applicant from the KERP Escrow Fund, to each of the KERP beneficiaries of all amounts owing and outstanding under the KERP and any other amounts secured by the KERP Charge, the Monitor shall serve on the service list in the CCAA Proceedings and post on the website established by the Monitor in respect of these proceedings a certificate, signed by the Monitor, certifying same;

AND WHEREAS the Monitor has: (i) completed its duties under the Claims Procedure Order and the Sanction Order; (ii) received an acknowledgement of payment in full of the claims secured by the Administration Charge; and (iii) received an acknowledgement from the Applicant of payment by the Applicant from the KERP Escrow Fund to each of the KERP beneficiaries of all amounts owing and outstanding under the KERP and any other amounts secured by the KERP Charge;

AND WHEREAS all capitalized terms used but not defined herein shall have the meanings given to them in the Plan;

THE MONITOR HEREBY CERTIFIES that:

1. The Monitor has completed its duties under the Claims Procedure Order and the Sanction Order;
2. The Monitor has received an acknowledgement of payment in full of the claims secured by the Administration Charge;
3. The Monitor has received an acknowledgement of payment by the Applicant from the KERP Escrow Fund to each of the KERP beneficiaries of all amounts owing and outstanding under the KERP and any other amounts secured by the KERP Charge; and
4. Upon the filing of this Monitor's Second Certificate:
 - (a) the CCAA Proceedings shall be terminated;
 - (b) the Monitor shall be discharged and released from its duties, obligations and responsibilities as Monitor of the Applicants and shall be forever released, remised and discharged from any claims against it relating to its activities as Monitor; and
 - (c) the Director's Charge and the Administration Charge and the KERP Charge (as each term is provided for and defined in the Amended and Restated Initial Order) shall be terminated, discharged, expunged and released.

5. This Certificate is delivered by the Monitor on May 1, 2023.

**RICHTER INC. (FORMERLY, RICHTER
ADVISORY GROUP INC.),**
solely in its capacity as court appointed monitor
of the Applicant, and not in its personal capacity
or in any other capacity

A handwritten signature in blue ink, appearing to be 'AZ', is written over a horizontal line.

Per: _____
Name: Adam Zeldin, CPA, CA, CIRP, LIT
Title: Vice President

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PROCEEDINGS COMMENCED AT TORONTO

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