



SCHEDULE “A”

Estate File No.: 31-2774500
Court File No.: 31-2774500

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF JUNCTION CRAFT BREWING INC.**

PROPOSAL TRUSTEE’S RESIDUALCO CERTIFICATE

RECITALS

- A. On October 15, 2021, Junction Craft Brewing Inc. (“**Junction**” or the “**Company**”) filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the “**BIA**”).
- B. Richter Advisory Group Inc. (“**Richter**”) was appointed as trustee (in such capacity, the “**Proposal Trustee**”) under the NOI.
- C. On December 17, 2021, The Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Approval and Vesting Order**”), among other things:
- (a) authorizing and directing the Company to: (i) perform its obligations under the Amended and Restated Stalking Horse Share Purchase Agreement between the Company and 1000003509 Ontario Limited (the “**Purchaser**”) dated November 5, 2021 (the “**SPA**”), previously approved by order of the Court dated November 8, 2021; and (ii) take such additional steps and execute such additional documents that may be necessary or desirable for the completion of the transactions contemplated by the SPA (the “**Transactions**”);

- (b) transferring and vesting all of the Company's right, title and interest in and to the Excluded Assets, the Excluded Contracts and the Excluded Liabilities (each as defined in the SPA) in and to 1000054770 Ontario Inc. ("**ResidualCo**");
- (c) releasing and discharging Junction from and in respect of all of the Excluded Liabilities;
- (d) cancelling and extinguishing all equity interests in Junction other than the issued and outstanding common shares thereof;
- (e) authorizing and directing Junction to issue the New Class A Shares (as defined in the SPA), and
- (f) vesting in the Purchaser all right, title and interest in and to the New Class A Shares.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Approval and Vesting Order.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Company's right, title and interest in and to the Excluded Assets, the Excluded Contracts and the Excluded Liabilities have been transferred to and vested in ResidualCo by way of the following, which have occurred in the following sequence:

- (a) the directors and officers of ResidualCo have been deemed to have resigned;
- (b) all of Junction's right, title and interest in and to the Excluded Assets have vested absolutely and exclusively in ResidualCo, and any and all Claims and Encumbrances shall continue to attach to the Excluded Assets in accordance with paragraph 5(b) of the AVO, in either case with the same nature and priority as they had immediately prior to the transfer;
- (c) all Excluded Liabilities (which for greater certainty includes all Claims against Junction other than the Retained Liabilities) have been channeled to, assumed by and vested absolutely and exclusively in ResidualCo such that the Excluded

Contracts and Excluded Liabilities have become obligations of ResidualCo, who is deemed to have been party to the contracts and agreements giving rise thereto and who shall stand in place and stead of Junction in respect of any such liability or obligation, and are no longer obligations of Junction, and Junction and the Retained Assets have been forever released and discharged from such Excluded Contracts and Excluded Liabilities and all related Claims (excluding, for greater certainty, the Retained Liabilities) and all Encumbrances in connection therewith or affecting or relating to Junction and the Retained Assets have been expunged and discharged as against Junction and the Retained Assets; and

- (d) the Bankruptcy Costs have been paid by the Purchaser, on behalf of the Company, to the Proposal Trustee, who shall provide same to the trustee in bankruptcy of ResidualCo (in such capacity, the “Trustee”), which Bankruptcy Costs shall be held by the Proposal Trustee and the Trustee free and clear of any Claims or Encumbrances.

2. This Certificate was delivered by the Proposal Trustee on the 30th day of December, 2021.

RICHTER ADVISORY GROUP INC. solely in its capacity as the Proposal Trustee of the Company, and not in its personal capacity

Per:



Name: Karen Kimel

Title: Senior Vice President

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Proceedings commenced at TORONTO

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AIRD & BERLIS LLP

Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Miranda Spence (LSO #60621M)

Tel: (416) 865-3414

E-mail: mspence@airdberlis.com

Lawyers for Richter Advisory Group Inc.
in its capacity as Proposal Trustee