

Schedule A - Trustee's Certificate

Estate/Court File No. 31-458512

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER  
THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED OF

IMPOPHARMA INC.

TRUSTEE'S CERTIFICATE

RECITALS

A. On July 25, 2018, Impopharma Inc. ("**Impopharma**") filed a *Notice of Intention to Make a Proposal* pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and Richter Advisory Group Inc. was appointed as Impopharma's proposal trustee (the "**Trustee**").

B. Pursuant to an Order of the Court dated October 3, 2018, the Court approved an Asset Purchase Agreement made as of September 21, 2018 (the "**APA**") between Impopharma and Pharmaserve (North West) Development Company Limited (the "**Pharmaserve**"), provided for the vesting in Pharmaserve or any assignee of Pharmaserve, as is permitted in the APA (the "**Purchaser**"), of Impopharma's right, title and interest in and to the Purchased Assets, and ordered the assignment of Impopharma's rights and obligations under the Assumed Contracts, which vesting and assignment are to be effective upon the delivery by the Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 9 of the APA have been satisfied or waived by Impopharma and/or the Purchaser (as applicable); (iii) the Transaction has been completed to the satisfaction of the Trustee.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the APA.

**THE TRUSTEE CERTIFIES** the following:

1. The Purchaser has paid and Impopharma has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the APA;
2. The conditions to Closing as set out in section 9 of the APA have been satisfied or waived by Impopharma and/or the Purchaser, as applicable; and
3. The Trustee has been advised that the Transaction has been completed to the satisfaction of the Parties.
4. This Certificate was delivered by the Trustee at 3:30pm on October 10, 2018

**RICHTER ADVISORY GROUP INC.,**  
in its capacity as Trustee of Impopharma Inc.,  
and not in its personal capacity

Per: \_\_\_\_\_

Name: PAUL VAN EYK

Title: SENIOR VICE PRESIDENT

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER THE  
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3 of IMPOPHARMA INC.

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
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Proceedings commenced at Toronto

**TRUSTEE'S CERTIFICATE**

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