



**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**

**IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1462598
ONTARIO INC., carrying on business as TRICON FILMS AND TELEVISION, AND
THE OTHER COMPANIES LISTED IN SCHEDULE "A"**

Applicants

MONITOR'S CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Justice Wilton-Siegel of the Ontario Superior Court of Justice (the "Court") dated December 12, 2016, KSV Kofman Inc. was appointed as the monitor (the "Monitor") of the Applicants.
- B. Pursuant to an Order of the Court dated April 11, 2017, the Court approved the agreement of purchase and sale made as of April 4, 2017 (the "Sale Agreement") between certain of the Applicants (the "Vendors") and Sonar Canada Inc. (the "Purchaser") and provided for the vesting in the Purchaser of the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor 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 sections 5.01, 5.02 and 5.03 of the Sale Agreement have been satisfied or waived by the Vendors and the Purchaser; and (iii) the sale transaction contemplated in the Purchase Agreement (the "Sale Transaction") has closed to the satisfaction of the Monitor.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MONITOR CERTIFIES the following:

1. The Purchaser has paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in sections 5.01, 5.02 and 5.03 of the Sale Agreement have been satisfied or waived by the Vendors and the Purchaser; and
3. The Sale Transaction has closed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at 3:35 pm on May 3, 2017.

**KSV KOFMAN INC., solely in its capacity as
Monitor of 1462598 ONTARIO INC.,
carrying on business as TRICON FILMS
AND TELEVISION, AND THE OTHER
COMPANIES LISTED IN SCHEDULE "A",
and not in its personal capacity**

Per: 

Name: David Sieradzki

Title: Managing Director

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

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1462598 ONTARIO INC., carrying on business as TRICON FILMS AND TELEVISION, et al.

ONTARIO

SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

MONITOR'S CERTIFICATE

BENNETT JONES LLP
3400 One First Canadian Place
Toronto, ON M5X 1A4

Sean H. Zweig (57307D)
Tel: 416-777-6254
Fax: 416-863-1716

Lawyers for KSV Kofman Inc.,
The Monitor