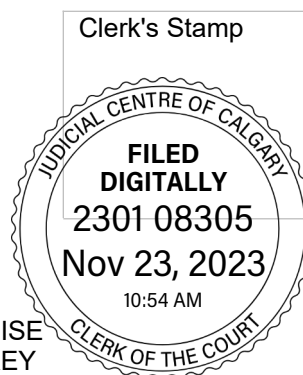


COURT FILE NUMBER 2301-08305
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, RSC
1985, c C-36, as amended
AND IN THE MATTER OF THE COMPROMISE
OR ARRANGEMENT OF WALLACE & CAREY
INC., LOUDON BROS. LIMITED, and CAREY
MANAGEMENT INC.



DOCUMENT **MONITOR'S CERTIFICATE**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT CASSELS BROCK & BLACKWELL LLP
Suite 3810, Bankers Hall West
888 3rd Street SW
Calgary, Alberta T2P 5C5 Canada

Attention: Jeff Oliver / Jane Dietrich
Telephone: 403-351-2920
Email: joliver@cassels.com / jdietrich@cassels.com

RECITALS

- A. Pursuant to an Order of the Honourable Justice G.A. Campbell of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated June 22, 2023, KSV Restructuring Inc. was appointed as the monitor (the "**Monitor**") of Wallace & Carey Inc. ("**W&C**"), Loudon Bros. Limited ("**Loudon**"), and Carey Management Inc. ("**CMI**", collectively with W&C and Loudon the "**Applicants**").
- B. Pursuant to an Order of the Court dated November 17, 2023, the Court approved the agreement of purchase and sale made as of November 7, 2023 (the "**Sale Agreement**") between the Applicants and 7-Eleven Canada, Inc. (the "**Purchaser**"), which provided for the vesting in the Purchaser of the Applicant's right, title and interest in and to 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 the Sale Agreement have been

satisfied or waived by the Applicants and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Sale Agreement and the Sixth Report of the Monitor, as applicable.

THE MONITOR CERTIFIES the following:

1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement.
2. In accordance with the written confirmation of the Applicants and Purchaser, the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Applicants and the Purchaser.
3. The Transaction has been completed to the satisfaction of the Monitor.

[Remainder of page intentionally left blank]

This Certificate was delivered by the Monitor at 10:51 a.m. (Calgary time) on November 21, 2023

**KSV Restructuring Inc., in its
capacity as Monitor of the Applicants**

Per: 

Name: Robert Kofman

Title: President

[Signature page to Monitor's Certificate]