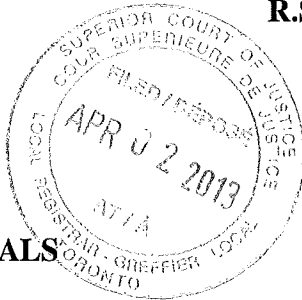


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**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  
EXTREME FITNESS, INC.**

**APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**



**MONITOR'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (the “**Court**”) dated February 7, 2013, Extreme Fitness, Inc. (the “**Applicant**”) was declared a company to which the *Companies' Creditors Arrangement Act* applied and FTI Consulting Canada Inc. was appointed as the Monitor of the Applicant (the “**Monitor**”).

B. Pursuant to an Order of the Court dated March 27, 2013, the Court approved the asset purchase agreement between the Applicant and GoodLife Fitness Centres Inc. (the “**Purchaser**”) dated March 19, 2013 (the “**APA**”) and 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 that portion of the Purchase Price for the Purchased Assets payable on the Closing; (ii) that the conditions to Closing as set out in

Article IV of the APA have been satisfied or waived by the Applicant and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.


C. Unless otherwise indicated herein, terms with initial capitals shall have the meanings ascribed to them in the APA.

**THE MONITOR CERTIFIES** the following:

1. The Purchaser has paid and Monitor has received that portion of the Purchase Price for the Purchased Assets payable on Closing pursuant to the APA;
2. The conditions to Closing as set out in section Article IV of the APA have been satisfied or waived by the Applicant and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Monitor; and
4. This Certificate was delivered by the Monitor at 11:59 p.m. on March 31, 2013.

**FTI Consulting Canada Inc.**, in its capacity as the Court-appointed Monitor of Extreme Fitness, Inc., and not in its personal or corporate capacity

Per:

  
Name: Steven Bissell

Title: Managing Director

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

**AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT  
OF EXTREME FITNESS, INC.** Applicant

Court File No. CV-13-10000-00CL

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

Proceeding commenced at Toronto

**MONITOR'S CERTIFICATE**

**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

Melaney J. Wagner LSUC#: 44063B  
Caroline Descours LSUC#: 58251A

Tel: (416) 979-4258  
Fax: (416) 979-1234

Lawyers for the Monitor