

Court File No. CV-24-00730212-00CL

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 CHESSWOOD GROUP LIMITED, CASE FUNDING INC., CHESSWOOD
HOLDINGS LTD., CHESSWOOD US ACQUISITIONCO LTD., PAWNEE
LEASING CORPORATION, LEASE-WIN LIMITED, WINDSET CAPITAL
CORPORATION, TANDEM FINANCE, INC., CHESSWOOD CAPITAL
MANAGEMENT INC., CHESSWOOD CAPITAL MANAGEMENT USA INC.,
942328 ALBERTA INC., 908696 ALBERTA INC., WAYPOINT INVESTMENT
PARTNERS INC. and 1000390232 ONTARIO INC.

MONITOR'S CERTIFICATE

RECITALS

1. Pursuant to the Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 29, 2024 (as amended and restated on November 7, 2024, and as may be further amended, restated or supplemented from time to time), Chesswood Group Limited, Case Funding Inc., Chesswood Holdings Ltd., Chesswood US Acquisitionco Ltd., Pawnee Leasing Corporation, Lease-Win Limited, Windset Capital Corporation, Tandem Finance, Inc., Chesswood Capital Management Inc., Chesswood Capital Management USA Inc., 942328 Alberta Inc. (formerly Rifco National Auto Finance Corporation), 908696 Alberta Inc. (formerly Rifco Inc.), Waypoint Investment Partners Inc. and 1000390232 Ontario Inc. (collectively, the "**CCAA Parties**") and each a "**CCAA Party**") were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), and FTI Consulting Canada Inc. was appointed as the monitor of the CCAA Parties (in such capacity, the "**Monitor**").

2. Pursuant to the Approval and Reverse Vesting Order of the Court dated March 7, 2025 (the “**Approval and Reverse Vesting Order**”), the Court approved the transactions (the “**Transactions**”) contemplated by the Share Purchase Agreement (the “**Agreement**”) between Chesswood U.S. Acquisitionco Ltd., as the vendor (the “**Vendor**”), and North Mill Equipment Finance, LLC, as the purchaser (the “**Purchaser**”), dated as of February 28, 2025.

3. The Approval and Reverse Vesting Order contemplates that the Transactions will be implemented and certain relief set out in the Approval and Reverse Vesting Order will become effective upon delivery of this Monitor’s Certificate by the Monitor to the Vendor and the Purchaser.

4. Capitalized terms used but not defined herein have the meanings ascribed to them in the Approval and Reverse Vesting Order or the Agreement.

THE MONITOR HEREBY CERTIFIES the following:

1. The Monitor has received, on behalf of the Vendor, funds from the Purchaser equal to the Purchase Price in accordance with the Agreement.

2. The Monitor has received written confirmation from the Purchaser and the Vendor, in form and substance satisfactory to the Monitor, that all conditions to Closing set forth in the Agreement have been satisfied or waived, as applicable, by the Purchaser and the Vendor.

3. The Effective Time is deemed to have occurred at 12:30 p.m. (Toronto time) on April 1, 2025.

This Monitor’s Certificate was delivered by the Monitor at Toronto on April 1, 2025.

DocuSigned by:

Jeffrey Rosenberg

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**FTI Consulting Canada Inc., solely in its
capacity as Monitor of the CCAA Parties, and
not in its personal or corporate capacity**

IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED Court File No: CV-24-00730212-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CHESSWOOD GROUP LIMITED, et al.

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PROCEEDING COMMENCED AT TORONTO

MONITOR'S CERTIFICATE

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