

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., LEASE-WIN
LIMITED, WINDSET CAPITAL CORPORATION, CHESSWOOD CAPITAL
MANAGEMENT INC., CHESSWOOD CAPITAL MANAGEMENT USA INC.,
942328 ALBERTA INC., 908696 ALBERTA INC., 1000390232 ONTARIO INC.
and CGL HOLDCO, LLC

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 ("**Chesswood**"), 1000390232 Ontario Inc. ("**1000 Ontario**"), and certain of their affiliates (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 an Approval and Vesting Order (the "**Order**") of the Court dated September 16, 2025, the Court *inter alia*, (i) approved the Asset Purchase Agreement dated August 27, 2025 (including the exhibits and schedules attached thereto, the "**Purchase Agreement**") between 1000

Ontario, Chesswood (together with 1000 Ontario, the “**Vendors**” and each, a “**Vendor**”) and 17208260 Canada Inc. (the “**Purchaser**”), and the transactions contemplated therein (collectively, the “**Transactions**”), and (ii) provided for the transfer to and vesting in the Purchaser of all of the Vendors’ right, title and interest in and to the Purchased Assets free and clear of all Claims and Encumbrances other than any Assumed Liabilities and Permitted Encumbrances, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Vendors and the Purchaser of a certificate confirming that (x) the Purchaser has paid the cash proceeds of the Purchase Price to the Monitor, on behalf of Vendors, pursuant to the Purchase Agreement, and (y) the Monitor has received written confirmation from the Vendors and the Purchaser that all conditions of closing the Transactions contemplated under the Purchase Agreement have been satisfied and/or waived by the Vendors and the Purchaser, as applicable.

3. Pursuant to the Order, the Monitor may rely on written notice from the Vendors and the Purchaser regarding satisfaction or waiver of conditions to closing under the Purchase Agreement.

4. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Order or Purchase Agreement, as applicable.

THE MONITOR HEREBY CERTIFIES the following:

1. The Purchaser has paid the cash proceeds of the Purchase Price to the Monitor, on behalf of Vendors, pursuant to the Purchase Agreement;

2. The Vendors and the Purchaser have each delivered written notice to the Monitor that all applicable conditions of closing under the Purchase Agreement have been satisfied and/or waived, as applicable; and

3. The Effective Time is deemed to have occurred at 10:15 a.m. (Toronto time) on
September 23, 2025.

This Monitor's Certificate was delivered by the Monitor at Toronto on September 23, 2025.

DocuSigned by:

Jeffrey Rosenberg

D55F23E8950345D...

**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- Court File No: CV-24-00730212-00CL
36, AS AMENDED

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

MONITOR'S CERTIFICATE

OSLER, HOSKIN & HARCOURT LLP
100 King Street West
1 First Canadian Place
Suite 6200, P.O. Box 50
Toronto ON M5X 1B8

Marc Wasserman (LSO# 44066M)
Tel: 416-862-4908
Email: mwasserman@osler.com

Dave Rosenblat (LSO# 64586K)
Tel: 416-862-5673
Email: drosenblat@osler.com

Sean Stidwill (LSO# 71078J)
Tel: 416-862-4217
Email: sstidwill@osler.com

Lawyers for the Monitor