

COURT FILE NO. 2301 16114  
COURT COURT OF KINGS'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 MANTLE MATERIALS GROUP, LTD.

DOCUMENT **MONITOR'S CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
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## **RECITALS**


- A. Pursuant to an Order of the Honourable Associate Chief Justice D.B. Nixon of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**"), dated January 10, 2024, as subsequently amended and restated on January 16, 2024, FTI Consulting Canada Inc., was appointed as the monitor (the "**Monitor**") of Mantle Materials Group, Ltd.
- B. Pursuant to an Order of the Court dated January 16, 2024 (the "**SAVO**"), the Court approved the asset purchase agreement dated January 8, 2024 (the "**APA**") between Mantle, as vendor, and County of St. Paul No. 19 (the "**Purchaser**"), as purchaser, and provided for the vesting in the Purchaser of Mantle'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 all conditions to the closing of the APA have been satisfied or waived by Mantle and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

- C. Unless otherwise indicated herein, all capitalized terms have the meanings set out in the SAVO.

**THE MONITOR CERTIFIES** the following:

1. The Purchaser (or its nominee) has paid and the Monitor has received the purchase price for the Purchased Assets in accordance with and as contemplated by the terms of the APA;
2. The conditions to the closing of the APA have been satisfied or waived by Mantle and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at Calgary, AB on September 9<sup>th</sup>, 2024.

**FTI CONSULTING CANADA INC.**, in its capacity as the monitor of **MANTLE MATERIALS GROUP, LTD.** and not in its personal or corporate capacity.

Per:   
Name: Dustin Olver  
Title: Senior Managing Director