

Court File No. CV-22-00690657-00CL

**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 SPRINGER AEROSPACE HOLDINGS  
LIMITED AND 1138969 ONTARIO INC. (together referred to as  
the "**Applicants**")

**MONITOR'S CERTIFICATE**

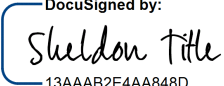
**RECITALS**

- A. Pursuant to an Order of the Honourable Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated November 23, 2022, the Applicants were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and MNP Ltd. was appointed as monitor (the "**Monitor**") of the Applicants.
- B. Pursuant to an Approval and Vesting Order of the Court dated April 11, 2023 (the "**Order**"), the Court approved the transactions (the "**Restructuring Transactions**") contemplated by the Share Purchase Agreement (the "**SPA**") among 1000488927 Ontario Inc (the "**Purchaser**") and 1929927 Ontario Inc. and 5010945 Ontario Limited (together, the "**Vendors**") dated March 28, 2023, and ordered, *inter alia*, that: (i) 1000488910 Ontario Inc. ("**Residual Co**") be added as an Applicant to these CCAA Proceedings; (ii) all of the Vendors' right, title and interest in and to the Purchased Shares be vested in the Purchaser, free and clear from any Encumbrances; and (iii) all of the liabilities of the Applicants, other than the Continuing Liabilities, be vested in Residual Co.
- C. Capitalized terms used but not defined herein have the meanings ascribed to them in the Order.

**THE MONITOR CERTIFIES** the following:

1. The Monitor has received written confirmation from the Purchaser and the Vendors, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived by the parties to the SPA.
2. This Monitor's Certificate was delivered by the Monitor at 5:00 p.m. on May 1, 2023.

**MNP LTD., in its capacity as Monitor of the Applicants, and not in its personal capacity**

Per:   
Name: Sheldon Title  
Title: Senior Vice-President

**ROMISE OR  
ARRANGEMENT OF SPRINGER AEROSPACE HOLDINGS  
LIMITED AND 1138969 ONTARIO INC.**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**  
*Proceedings commenced at Toronto*

**MONITOR'S CERTIFICATE**

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