

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

THE TORONTO-DOMINION BANK

PETITIONER

AND:

DDK VENTILATION PRODUCTS LTD.

RESPONDENT

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Supreme Court of British Columbia (the "**Court**") dated March 2, 2020, MNP Ltd. (the "**Receiver**") was appointed as the receiver of all of the assets, undertakings and properties of DDK Ventilation Products Ltd. ("**DDK**").

B. Pursuant to an Order of the Court dated May 14, 2020 (the "**Vesting Order**"), the Court approved the Asset Purchase Agreement dated May 8, 2020 (the "**Agreement**") between the Receiver and Pitt Meadows Plumbing & Mechanical Systems Ltd. (the "**Purchaser**") and provided for the vesting in the Purchaser of all of DDK's right, title and interest in and to the Assets (as defined and described in the Agreement).

C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Agreement.

D. Pursuant to the Vesting Order, the vesting of the Assets in the Purchaser free and clear of all Encumbrances (as defined in the Vesting Order) is to be effective upon the delivery by the Receiver to the Purchaser of this certificate confirming: (i) the payment by the Purchaser of the Purchase Price in accordance with the Agreement; (ii) that the conditions precedent to closing as

set out in Section 2 of the Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the transaction has completed to the satisfaction of the Receiver.

THE RECEIVER HEREBY CERTIFIES as follows:

1. The Purchaser has paid and the Receiver has received the Purchase Price in accordance with the Agreement;
2. The conditions to Closing set out in Section 2 of the Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The transaction has completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at 10 am on May 25, 2020.

MDP LTD., in its capacity as Receiver of the assets, undertakings and properties of DDK Ventilation Products Ltd. and not in its personal capacity

Per: _____

Name: *Greg Elbert, CMAA, CA, CIRP, LIT*
Title: *Vice President*