

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
THE GOOD FAT CO. LTD.**

PROPOSAL TRUSTEE'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice (the “**Court**”) dated January 16, 2024, the Court approved the agreement of purchase and sale made as of December 29, 2023 (the “**Sale Agreement**”) between The Good Fat Co. Ltd. (“**GFC**”) and 1000747000 Ontario Inc. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the GFC’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 to the Purchaser by Richter Inc. (“**Richter**”), in its capacity as proposal trustee (the “**Proposal Trustee**”) in GFC’s *Bankruptcy and Insolvency Act* proposal proceedings, of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 4 of the Sale Agreement have been satisfied or waived by GFC and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the Proposal Trustee has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 4 of the Sale Agreement have been satisfied or waived by GFC and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at 2:30 p.m. on January 30, 2024.

RICHTER INC., in its capacity as Proposal Trustee of The Good Fat Co. Ltd., and not in its personal capacity

Per:



Name: Karen Kimel

Title: Senior Vice President