

Court File No. BK-23-02975175-0031
Estate File No. 31-2975175

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

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL UNDER
THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED
OF DATATAX BUSINESS SERVICES LIMITED, A CORPORATION FORMED UNDER
THE LAWS OF ONTARIO**

PROPOSAL TRUSTEE'S VESTING CERTIFICATE

RECITALS

WHEREAS Datatax Business Services Limited ("**Datatax**"), which is the sole shareholder of all of the shares in Farm Business Consultants Inc. ("**Farm**"), FBC Financial & Estate Planning Services Inc. ("**FBC Financial**") and Wheatland Accounting Services Ltd. ("**Wheatland**", together with Farm and FBC Financial, the "**Datatax Subsidiaries**", and the Datatax Subsidiaries, together with Datatax, the "**Datatax Companies**") filed a Notice of Intention to File a Proposal (the "**NOI**") on August 14, 2023, and appointed KPMG Inc. as the proposal trustee (in such capacity, the "**Proposal Trustee**");

AND WHEREAS pursuant to pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granted by the Honourable Justice Cavanaugh on August 17, 2023 (the "**August 2023 Order**"), the Court approved, among other things, a sales solicitation process ("**SSP**") and the asset purchase agreement (the "**Stalking Horse APA**") between Datatax and 2872802 Ontario Inc.

(the “**Stalking Horse Bidder**”) dated August 11, 2023, for the sole purpose of acting as the stalking horse bid;

AND WHEREAS pursuant to an Order of the Court granted by the Honourable Justice Cavanaugh dated October 11, 2023 (the “**Approval and Vesting Order**”), the Court approved the Stalking Horse APA and provided for the vesting in the Stalking Horse Bidder of all of Datatax's the right, title and interest in and to the Purchased Assets (as defined in the Stalking Horse APA) free and clear of the Encumbrances (as defined in the Approval and Vesting Order), which vesting is to be effective upon the filing by the Proposal Trustee of this certificate confirming: (i) the payment by the Stalking Horse Bidder of the purchase price (the “**Purchase Price**”) for the Purchased Assets; (ii) that the conditions to closing as set out in the Stalking Horse APA have been satisfied or waived by the Stalking Horse Bidder, Datatax or the Proposal Trustee, as applicable; and (iii) the transaction (the “**Transaction**”) as contemplated under the Stalking Horse APA has been completed to the satisfaction of the Proposal Trustee; and

AND WHEREAS pursuant to the Approval and Vesting Order, paragraph 12 of the August 2023 Order was amended such that the stay of proceedings provided thereunder in favour of the Datatax Subsidiaries will terminate upon the earlier of: (i) October 28, 2023; and (ii) the filing of this certificate (if such stay of proceedings remains in force).

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Stalking Horse Bidder has paid, and the Proposal Trustee has received, the Purchase Price for the Purchased Assets payable on the closing of the Transaction pursuant to the terms of the Stalking Horse APA;
2. The conditions to closing of the Transaction as set out in the Stalking Horse APA have been satisfied or waived by the Stalking Horse Bidder, Datatax or the Proposal Trustee, as applicable; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee to the Company and the Purchaser at 2:55pm (ET) [TIME] on 10/13/23 [DATE].

**KPMG INC., solely in its capacity as
proposal trustee of Datatax Business
Services Limited, and not in its personal
capacity**

Per:



Name: Pritesh Patel

Title: Senior Vice President

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SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

PROPOSAL TRUSTEE'S VESTING CERTIFICATE

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Counsel to KPMG Inc., solely in its capacity
as proposal trustee and not in its personal
capacity