

**SCHEDULE "A"**  
**DRAFT CERTIFICATE OF THE RECEIVER**

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL  
File: No: 500-11-062601-238

SUPERIOR COURT  
Commercial Division

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***IN THE MATTER OF THE RECEIVERSHIP OF:***

**KALOOM INC.**  
Debtor

- and -

**KPMG INC.**  
Receiver

- and -

**INVESTISSMENT QUÉBEC**  
- and -

**ACG KALOOM LIMITED PARTNERSHIP**  
- and -

**SOMEL INVESTMENTS INC.**  
- and -

**CAPITAL VISION VENTURES A.G.**  
- and -

**9345-9345 QUÉBEC INC.**

Secured Creditors

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**CERTIFICATE OF THE RECEIVER**

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**RECITALS:**

**WHEREAS** on July 14, 2023, the Superior Court of Quebec (the "**Court**") issued a Receivership Order (the "**Order**") pursuant to the *Bankruptcy and Insolvency Act* (the "**Act**") in respect of Kaloom Inc.;

**WHEREAS** pursuant to the terms of the Order, KPMG Inc. (the "**Receiver**") was named Receiver of the Debtor Kaloom Inc.; and

**WHEREAS** on October 18, 2023, the Court issued an Order (the “**Vesting Order**”) thereby, *inter alia*, authorizing and approving the execution by the Receiver of an agreement entitled *Asset Purchase Agreement* (the “**Purchase Agreement**”) by and between the Receiver, as vendor (the “**Vendor**”) and 15385105 Canada Inc., as purchaser (the “**Purchaser**”), copy of which was filed in the Court record, and into all the transactions contemplated therein (the “**Transaction**”) with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to with the consent of the Receiver.

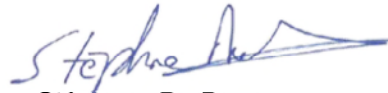
**WHEREAS** the Vesting Order contemplates the issuance of this Certificate of the Receiver once the (a) the Purchase Agreement has been executed and delivered; and (b) the Purchase Price (as defined in the Purchase Agreement) has been paid by the Purchaser; and (c) and all the conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

**THE RECEIVER CERTIFIES THE FOLLOWING:**

- (a) the Purchase Agreement has been executed and delivered;
- (b) the Purchase Price (as defined in the Purchase Agreement) payable upon the closing of the Transaction and all applicable taxes have been paid; and
- (c) all conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

This Certificate was issued by the Receiver at 5:00PM**[TIME]** on October 19, 2023 **[DATE]**.

**KPMG INC.** in its capacity as Receiver, and not in its personal capacity.



**Name:** Stéphane De Broux

**Title:** Partner