

CERTIFICATE OF THE TRUSTEE

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
Commercial Division

No: 500-11-058403-201

**IN THE MATTER OF THE PROPOSAL OF :
MODASUITE INC.**

Debtor

-and-

KPMG INC.

Proposal Trustee

CERTIFICATE OF THE TRUSTEE

RECITALS:

WHEREAS on June 22, 2020, the Debtor, Modasuite Inc., filed a notice of intention to make a proposal pursuant to the *Bankruptcy and Insolvency Act* (the “**Act**”) and the Proposal Trustee, KPMG Inc., was appointed Trustee thereto;

WHEREAS on December 2, 2020 the Debtor filed a Proposal pursuant to the Act (the “**Proposal**”) and **WHEREAS** all capitalized terms used but not otherwise defined in this Certificate of the Trustee have the meanings ascribed to them in the Proposal.

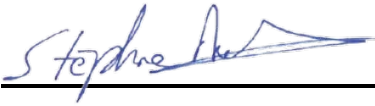
WHEREAS the Proposal contemplates the issuance and filing of a Certificate of the Trustee once all conditions precedent set out in Article 4 of the Proposal are satisfied namely: (a) the Proposal is approved by the Required Majority; (b) the Proposal Approval Order has been issued and, for greater certainty, is final and executory; (c) the Proposal Trustee has received the Purchaser Contribution; and (d) all necessary actions and proceedings to effect the Reorganization have been executed.

THEREFORE, THE PROPOSAL TRUSTEE HEREBY CERTIFIES THAT:

- (a) the Proposal has been approved by the Required Majority;
- (b) the Proposal Approval Order has been issued and is executory notwithstanding any appeal;
- (c) it has received the Purchaser Contribution; and
- (d) it is advised by the Purchaser that all necessary actions and proceedings to effect the Reorganization have been executed.

This Certificate was issued by the Proposal Trustee at 09:00 on February 9, 2021.

KPMG INC. in its capacity as Proposal Trustee, and not in its personal capacity.

Name: 

Stéphane De Broux

Title: Partner