

SUPERIOR COURT  
(COMMERCIAL DIVISION)

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

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No: 500-11-059536-215

Date: June 2, 2021

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In the matter of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 of:

**Atis Group Inc.**

**10422916 Canada Inc.**

**8528853 Canada Inc. (d.b.a. Portes et Fenêtres Altek Inc.)**

**9060642 Canada Inc.**

**9092455 Canada Inc. (d.b.a. Alweather Windows & Doors)**

**Distributeur Vitro Clair Inc.**

**Solarcan Architectural Holding Limited**

**Vitrierie Lévis Inc.**

**Vitrotec Portes & Fenêtres Inc.**

Debtors

and

**Atis LP**

Mise-en-cause

and

**Raymond Chabot Inc.**

Monitor

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MONITOR'S CERTIFICATE

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**CONSIDERING** that on February 19, 2021, the Québec Superior Court (Commercial Division) in the District of Montreal (the "Court") in Court file no. 500-11-059536-215

rendered an initial order in respect of Atis Group Inc., 10422916 Canada Inc., 8528853 Canada Inc. (d.b.a. Altek Windows & Doors), 9060642 Canada Inc., 9092455 Canada Inc. (d.b.a. Alweather Windows & Doors) ("909 Inc."), Distributeur Vitro Clair Inc., Solarcan Architectural Holding Limited, Vitrotec Portes & Fenêtres Inc., Vitrierie Lévis Inc. and Atis LP (collectively, the "Debtors") commencing proceedings pursuant to the Companies' Creditors Arrangement Act, RSC 1985, c C36 (the "CCAA") and appointing Raymond Chabot Inc. as monitor of the Debtors (the "Monitor").

**CONSIDERING** that on May 26, 2021, the Court rendered an approval, vesting and assignment order (the "Approval and Vesting Order") authorizing and approving the transaction(s) contemplated by the agreement entitled Asset Purchase Agreement (the "Purchase Agreement") by and between Atis LP (the "Vendor"), acting through its general partner 10422916 Canada Inc., as vendor, and 12986647 Canada Ltd. and 12986591 Canada Ltd. (collectively, the "Purchasers"), as purchasers, with the intervention of 909 Inc., with a view, inter alia, to vest in and to the Purchasers, all of the Vendor's rights, title and interest in and to the Purchased Assets (as defined in the Purchase Agreement).

**CONSIDERING** that the Approval and Vesting Order provides for the vesting of all of the Vendor's rights, title and interest in and to the Purchased Assets in the Purchasers, in accordance with the terms of the Approval and Vesting Order and upon the issuance of a closing certificate (the "Certificate") issued by the Monitor confirming that all applicable conditions under the Purchase Agreement have been satisfied and/or waived.


**CONSIDERING** that the Approval and Vesting Order orders and directs the Monitor, upon receipt of (i) payment in full of the Purchase Price and confirmation that the Purchasers have paid or will pay at Closing any applicable Transfer Taxes and (ii) confirmation by the Purchasers that all applicable conditions under the Purchase Agreement have been satisfied and/or waived, to (a) issue forthwith the Certificate to the Vendor and the Purchasers and (b) file as soon as practicable a copy of the Certificate with the Court.

**THEREFORE, THE MONITOR CERTIFIES THE FOLLOWING:**

1. The Monitor has received (i) payment in full of the Purchase Price and confirmation that the Purchasers have paid or will pay at Closing any applicable Transfer Taxes and (ii) confirmation by the Purchasers that all applicable conditions under the Purchase Agreement have been satisfied and/or waived, as applicable.
2. The Closing Time is deemed to have occurred at 12:00 on May 31, 2021.

**THIS CERTIFICATE** was issued by the Monitor at Québec City on June 2, 2021.

Raymond Chabot Inc., in its capacity as  
Monitor, and not in its personal capacity

  
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Dominic Deslandes  
Representative of the Monitor  
responsible for the proceedings