

Monitor's Certificate

SUPERIOR COURT
(COMMERCIAL DIVISION)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No: 500-11-059536-215

Date: June 3, 2021

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

MONITOR'S CERTIFICATE

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), 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 C-36 (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”) dated May 19, 2021, by and between Atis LP, acting through its general partner, 10422916 Canada Inc. (the “Vendor”), as vendor, and Vinyl Windows Designs Ltd. (the “Purchaser”), as purchaser, with a view, inter alia, to vest in and to the Purchaser, 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 Purchaser, 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 Purchaser has paid or will pay at Closing any applicable Transfer Taxes and (ii) confirmation by the Purchaser 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 Purchaser 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 Purchaser has paid or will pay at Closing any applicable Transfer Taxes and (ii) confirmation by the Purchaser 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 10:00 AM on June 2, 2021.

THIS CERTIFICATE was issued by the Monitor at 4:00 PM on June 3, 2021.

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

A handwritten signature in blue ink, consisting of a large, stylized 'D' followed by a smaller 'S' and a flourish.

Dominic Deslandes
Representative of the
Monitor
responsible for the proceedings