2023 01G 0841

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Rambler Metals and Mining Canada Limited and 1948565 Ontario Inc.

AND IN THE MATTER OF the *Companies' Creditors Arrangement Act,* R.S.C. 1985, c. C-36, as amended ("**CCAA**")

MONITOR'S CERTIFICATE

1. Pursuant to an Initial Order of the Supreme Court of Newfoundland and Labrador in Bankruptcy and Insolvency dated February 27, 2023 (the "**Initial Order**"), which was amended and restated on March 7, 2023 (the "**ARIO**"), and further amended and restated on May 16, 2023 (the "**FARIO**"), the Rambler Group was granted creditor protection pursuant to the CCAA and Grant Thornton Limited was appointed as Monitor of the Rambler Group.

2. Pursuant to an Order of this Court dated September 11, 2023 (the "**Approval and Reverse Vesting Order**"), the Court approved the Amended and Restated Subscription Agreement (as may be further amended, the "**Amended and Restated Subscription Agreement**") entered into by and between the Rambler Group, as vendor, AuTECO Minerals Limited, as purchaser (the "**Purchaser**"), with such minor amendments as the Rambler Group and/or Purchaser may deem necessary or otherwise agree to, with the approval of the Monitor, as well as the Transactions as defined in the Amended and Restated Subscription Agreement, which inter alia, provided for: (a) the approval of the Amended and Restated Subscription Agreement and the Transactions contemplated thereunder (b) adding 15444781 Canada Inc. ("**NewCo**") as applicant to these

proceedings; (c) vesting out of the Rambler Group all Excluded Assets, Excluded Contracts, and Excluded Liabilities and discharging Encumbrances other than the Permitted Encumbrances against the Rambler Group and the Retained Assets; (d) authorizing and directing the Rambler Group to file the Articles of Reorganization; and (e) authorizing and directing the Rambler Group to issue the Purchased Shares, and vesting in the Purchaser all right, title and interest in and to the Purchased Shares, free and clear of any Encumbrances, other than the Permitted Encumbrances.

3. Unless otherwise indicated herein, all terms and herein have the meanings set out in the Approval and Reverse Vesting Order.

THE MONITOR CERTIFIES that it was advised by the Rambler Group and the Purchaser that:

1. The Purchaser has satisfied the Purchase Price (as defined in the Amended and Restated Subscription Agreement) in accordance with the Amended and Restated Subscription Agreement;

2. The conditions to Closing as set out in the Amended and Restated Subscription Agreement have been satisfied or waived by the Rambler Group and the Purchaser; and

3. This Certificate was delivered by the Monitor at 4:52 p.m. on October 19, 2023

Grant Thornton Limited, in its capacity as Monitor of Rambler Metals and Mining Canada Limited and 1948565 Ontario Inc., and not in its personal or corporate capacity

Per: L Murphy

Name: Liam Murphy, CPA, CA, CIRP, LIT

Title: Senior Vice President