

2023 01G 0841

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of
15444781 Canada 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 (the "**Amended and Restated Subscription Agreement**") entered into by and between the Rambler Group, as vendor, AuTECO Minerals Ltd., as purchaser (the "**Purchaser**") 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. On September 11, 2023 this Court also granted an order which expanded the powers of the Monitor with respect to NewCo (the **"Monitor's Powers Expansion Order"**) pursuant to which the Monitor was authorized and empowered to take certain actions and steps and exercise certain rights on behalf of NewCo, as enumerated in the Monitor's Powers Expansion Order, effective upon Newco being added as an applicant in these CCAA proceedings and the Monitor executing, posting on the Monitor's website for these CCAA proceedings and serving on the Service List a certificate (the **"Enhanced Powers Certificate"**), substantially in the form appended as Schedule A to the Monitor's Powers Expansion Order.
4. Unless otherwise indicated herein, all terms and herein have the meanings set out in the Monitor's Powers Expansion Order.

THE MONITOR CERTIFIES that:

1. Pursuant to the Approval and Reverse Vesting Order NewCo has been added as an Applicant in these CCAA proceedings;
2. There are currently no directors appointed for NewCo; and
3. This Enhanced Powers Certificate was executed by the Monitor at 4:52 p.m. on October 19, 2023

Grant Thornton Limited, in its capacity as Monitor of Newco, and not in its personal or corporate capacity

Per:  _____

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

Title: Senior Vice President