

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF EVE & CO INCORPORATED, NATURAL MEDCO LTD., and EVE & CO INTERNATIONAL HOLDINGS LTD.

(collectively, the "**Applicants**" and each an "**Applicant**")

RECITALS

A. Pursuant to the Amended and Restated Initial Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (Commercial List), dated April 1, 2022, as amended on August 26, 2022 and September 29, 2022 (the "**Amended and Restated Initial Order**") the Applicants were granted protection from their creditors pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and BDO Canada Limited was appointed as the monitor ("**Monitor**") of the Applicants.

B. Pursuant to the Approval and Vesting Order of the Court, dated October 7, 2022 (the "**Order**"), the court approved the transaction (the "**Transaction**") contemplated by the Share Purchase Agreement dated September 29, 2022 (the "**SPA**"), between Eve & Co Incorporated ("**Eve & Co**"), Natural MedCo Ltd. (the "**Company**"), and M4 Group Holdings Inc. (the "**Purchaser**"), and ordered, *inter alia*, that (i) all of the Company's right, title and interest in and to the Excluded Assets shall vest absolutely and exclusively in ResidualCo.; (ii) all of the Excluded Contracts and Excluded Liabilities shall be transferred to and assumed by and vest in ResidualCo.; and (iii) all of the right, title and interest in and to the all of the outstanding and issued shares of the Company ("**NMC Shares**") shall vest absolutely and exclusively in the Purchaser, which vesting is, in each case, to be effective upon the delivery by the Monitor to the Purchaser of a certificate confirming that the Monitor has received written confirmation in the form and substance satisfactory to the Monitor from the Purchaser and Eve & Co that all conditions to closing have been satisfied or waived by the parties to the SPA.

C. Capitalized terms not defined herein shall have the meaning given to them in the Order.

THE MONITOR CERTIFIES the following:

1. The Monitor has received written confirmation from the Purchaser and from Eve & Co, in form and substance satisfactory to the Monitor, that all conditions to closing have been satisfied or waived by the parties to the SPA.

2. This Monitor's certificate was delivered by the Monitor at 3:18 pm on November 25, 2022.

**BDO Canada Limited, in its capacity as
Monitor of the Applicants, and not in its
personal capacity.**

Per: 
Name: Stephen N Cherniak, CA, CIRP, LIT
Title: Senior Vice-President

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, RSC 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 14428552 CANADA INC., EVE & CO INCORPORATED
AND EVE & CO INTERNATIONAL HOLDINGS LTD.

Court File No. CV-22-00678884-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto, Ontario

MONITOR'S CERTIFICATE

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)
Email: lwilliams@tgf.ca
Tel: (416) 304-0060

Alexander Soutter (LSO# 72403T)
Email: asoutter@tgf.ca
Tel: (416) 304-0595

Lawyers for the Court-appointed Monitor,
BDO Canada Limited