



SCHEDULE "B"
FORM OF RECEIVER'S CERTIFICATE

No.VCL-S-204082
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between

THE TORONTO-DOMINION BANK

Petitioner

And

RONSONS SHOE STORES LTD.

Respondent

Receiver's Certificate

RECITALS

- A. Pursuant to the Order of the Court dated April 20, 2020, MNP Ltd. was appointed Receiver (the "**Receiver**") of the assets, undertakings and properties of Ronsons Shoe Stores Ltd.
- B. Pursuant to an Order of the Court dated July 2, 2020 (the "**Approval and Vesting Order**"), the Court approved the Asset Purchase Agreement dated as of June 25, 2020 (the "**Sale Agreement**") between the Receiver and 1255249 B.C. Ltd. ("**125**") (the "**Purchaser**") and provided for the vesting in the Purchaser of all of the right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing set out in the Assets Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order or the Sale Agreement, as applicable.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at Vancouver, BC this 21st day of July, 2020.

MNP Ltd.
in its capacity as Receiver of Ronsons Shoe Stores Ltd.,
and not in its personal capacity

Per:


Receiver