



Court File No. CV-17-11710-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

BETWEEN:

EXPORT DEVELOPMENT CANADA

Applicant

and

AXIOS MOBILE ASSETS CORP.; AXIOS MOBILE ASSETS INC.; AXIOS MOBILE
ASSETS, INC.; AXIOS LOGISTICS SOLUTIONS INC.

Respondents

APPLICATION UNDER SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, C. C.43, AS AMENDED, AND SECTION 243 OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, C. B-3 AS AMENDED

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Wilton-Siegel of the Ontario Superior Court of Justice (the "**Court**") dated February 24, 2017, A. Farber & Partners Inc. was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of Axios Mobile Assets Corp., Axios Mobile Assets Inc., Assets Mobile Assets, Inc., and Axios Logistics Solutions Inc. (collectively, the "**Debtors**").

B. Pursuant to an Order of the Court dated August 24th, 2017 (the "**Sale Approval and Vesting Order**"), the Court approved the agreement of purchase and sale made as of July 12, 2017 (the "**Sale Agreement**") between the Receiver and Leonite Holdings Inc. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtors' right, title and interest in and to the Purchased Assets, which vesting (other than with respect to the Stored Parts & Equipment (as defined in the Sale Approval and Vesting Order)) 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 as set out in section Article 7 of the 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, terms with initial capitals have the meanings set out in the Sale Agreement.

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 as set out in Article 7 of 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.
4. This Certificate was delivered by the Receiver at 12:50 PM on September 5, 2017

A. Farber & Partners Inc., in its capacity as Receiver of the undertaking, property and assets of Axios Mobile Assets Corp., Axios Mobile Assets Inc., Assets Mobile Assets, Inc., and Axios Logistics Solutions Inc., and not in its personal capacity

Per: 

Name: Peter Crawley

Title: Vice-President

APPLICATION UNDER SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, C. C.43, AS
AMENDED, AND SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3
AS AMENDED

Court File No. CV-17-1170-00CL

Export Development Canada
Applicant

-and-

Axios Mobile Assets Corp. et al.
Respondents

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

Proceeding Commenced at Toronto

RECEIVER'S CERTIFICATE

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Lawyers for A. Farber & Partners Inc., in its
capacity as Court-appointed Receiver.