

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**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 JORIKI TOPCO INC. AND JORIKI  
INC.**

(the "**Applicants**")

**MONITOR'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Initial Order of the Honourable Justice Osborne of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated January 28, 2025 (as may be amended and restated from time to time, the "**Initial Order**"), Alvarez & Marsal Canada Inc. was appointed as monitor of the Applicants (in such capacity, the "**Monitor**") in proceedings commenced by the Applicants under the *Companies' Creditors Arrangement Act*.

B. Pursuant to the Approval and Vesting Order of the Court dated February 26, 2025 (the "**Approval and Vesting Order**"), the Court approved the sale transaction (the "**Toronto Facility Transaction**") contemplated by an asset purchase agreement between Joriki Inc. ("**Joriki**"), as seller (the "**Seller**"), and Top Shelf Food and Beverage Corp., as buyer (the "**Buyer**"), dated February 20, 2025 (the "**Toronto Facility Purchase Agreement**"), and provided for the vesting in the Buyer of all of the Seller's right, title and interest in and to all of the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Buyer of this Monitor's Certificate.

C. Unless otherwise indicated or defined herein, capitalized terms used in this Monitor's Certificate shall have the meanings given to them in the Approval and Vesting Order and/or the Toronto Facility Purchase Agreement.

**THE MONITOR CERTIFIES** the following:

1. The Buyer has satisfied the Purchase Price for the Purchased Assets in accordance with the Toronto Facility Purchase Agreement; and
2. The conditions to Closing set forth in the Toronto Facility Purchase Agreement have been satisfied or waived by the Seller and the Buyer, as applicable.

This Certificate was delivered by the Monitor on February 28, 2025.

**ALVAREZ & MARSAL CANADA INC.,  
solely in its capacity as Monitor of the  
Applicants and not in its personal capacity**

Per: 

Name: Alan J. Hutchens

Title: Senior Vice President