

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 SKYPOWER CORP.

**Applicant**

**MONITOR'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Court dated October 27, 2009, the Court approved the purchase agreement made as of October 14, 2009 (the "**Purchase Agreement**") between SkyPower Corp. (the "**Debtor**") and 1495359 Alberta ULC (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor 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 Article 6 of the Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

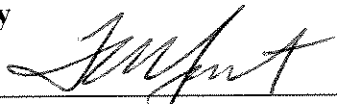
B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Debtor and the Purchaser have each independently informed the Monitor that:
  - (a) The Purchaser has paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Purchase Agreement; and
  - (b) The conditions to Closing as set out in Article 6 of the Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.
  
2. This Certificate was delivered by the Monitor at 6:12 p.m. on November 20, 2009.

**KPMG Inc., in its capacity as Monitor of  
SkyPower Corp., and not in its personal  
capacity**

Per: \_\_\_\_\_

  
Name: TODD M. MARTIN

Title: CHAIRMAN, KPMG INC.

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PROCEEDINGS COMMENCED AT TORONTO

**MONITOR'S CERTIFICATE**

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Court-appointed Monitor of Skypower Corp.