

File No. CI 22-01-38613

**THE KING'S BENCH  
WINNIPEG CENTRE**

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  
MANITOBA CLINIC MEDICAL CORPORATION AND THE MANITOBA CLINIC  
HOLDING CO. LTD.

(the "**Applicants**")

APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C., c. C-36, AS AMENDED

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**ORDER  
(DIRECTION TO PAY)  
DATE OF HEARING: MONDAY, APRIL 29, 2024 AT 10:00 A.M.  
THE HONOURABLE MR. JUSTICE CHARTIER**

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CLIENT FILE NO. 568954.1**

## **THE KING'S BENCH WINNIPEG CENTRE**

THE HONOURABLE )  
MR. JUSTICE CHARTIER ) Monday, the 29th day of April, 2024

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  
MANITOBA CLINIC MEDICAL CORPORATION AND THE MANITOBA CLINIC  
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APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C., c. C-36, AS AMENDED

**ORDER  
(DIRECTION TO PAY)**

THIS MOTION, made by Alvarez & Marsal Canada Inc. in its capacity as the court-appointed monitor (the "**Monitor**") of Manitoba Clinic Medical Corporation ("**Medco**") and The Manitoba Clinic Holding Co. Ltd. (collectively, the "**Applicants**") for an order: (i) directing 1439573 B.C. Ltd. (the "**Purchaser**") to pay certain pre-closing Medco receivables to the Monitor; (ii) authorizing the Monitor to distribute the pre-closing Medco receivables to Canadian Imperial Bank of Commerce ("**CIBC**"); and (iii) granting the Monitor the costs of the motion to be paid forthwith by the Purchaser to the Monitor, was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Eighth Report of the Monitor dated April 22, 2024 (the "**Eighth Report**"), and on hearing the submissions of counsel for the Monitor, CIBC, and the Purchaser, and noting that counsel for the Applicants was in attendance to conduct a watching brief, no one else appearing for any other person on the service list, although

properly served as appears from the affidavit of service of Shelby Braun affirmed April 23, 2024; all filed:

## **SERVICE**

1. THIS COURT ORDERS that the time for service of the Monitor's notice of motion and supporting materials is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.

## **DIRECTION TO PAY**

2. THIS COURT ORDERS AND DECLARES that the Purchaser:

- (a) is in breach of paragraph 7 of the Order (Enhancing the Monitor's Powers) of the Honourable Justice Chartier dated November 24, 2023 (the "**Enhanced Powers Order**") for failing to deliver the \$757,126.65 of Medco's accounts receivable (the "**Pre-Closing Receivables**") to the Monitor upon the Monitor's request, as detailed in the Eighth Report;
- (b) shall pay the sum of \$757,126.65 (the "**Funds**") to Medco (care of the Monitor) on or before the close of business on May 6, 2024;
- (c) is not entitled to set-off any amounts paid by the Purchaser to certain former Medco physicians against the Funds; and
- (d) is denied standing to review the Monitor's calculation of Medco's 2023 year-end financials, including the reconciliation of the former Medco physicians' draw accounts and any resulting tweak or true-up payments described in the Eight Report.

3. THIS COURT ORDERS that the following relief sought on the Monitor's motion is hereby adjourned to a further hearing to be held at 10:00 a.m. on May 14, 2024:

- (a) whether the Purchaser is in contempt of the Enhanced Powers Order;
- (b) whether the Purchaser should be ordered to pay Medco interest on the Pre-Closing Receivables; and

- (c) whether the Monitor and CIBC are entitled to their costs on a solicitor-client basis to be paid forthwith by the Purchaser.

\_\_\_\_\_, 2024

**G.L. Chartier**

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Date: 2024.05.06 11:45:01  
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CHARTIER, J.

I, Craig Frith, of the firm of McDougall Gauley LLP, hereby certify that I have received the consents as to form of the following parties as directed by the Honourable Justice Chartier:

Douglas Nishimura, Field LLP, counsel for 1439573 B.C. Ltd. and WELL Health Technologies Corp.

JJ Burnell, MLT Aikins LLP, counsel for Canadian Imperial Bank of Commerce