

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

**ORDER
(DISTRIBUTION, DISCHARGE, AND OTHER RELIEF)
DATE OF HEARING: MONDAY, APRIL 29, 2024 AT 10:00 A.M.
THE HONOURABLE MR. JUSTICE CHARTIER**

**McDougall Gauley LLP
500 616 Main Street
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CLIENT FILE NO. 568954.1**

THE KING'S BENCH WINNIPEG CENTRE

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

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, AS AMENDED

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ORDER
(DISTRIBUTION, DISCHARGE, AND OTHER RELIEF)

THIS MOTION, made by Alvarez & Marsal Canada Inc. in its capacity as the court-appointed monitor (the "**Monitor**") of Manitoba Clinic Medical Corporation and The Manitoba Clinic Holding Co. Ltd. (collectively, the "**Applicants**") for an order: (i) authorizing the Monitor to make certain distributions to Canadian Imperial Bank of Commerce ("**CIBC**"); (ii) discharging the Monitor; (iii) terminating the within proceedings; and (iv) other relief, 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 and CIBC, 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.

STAY EXTENSION

2. THIS COURT ORDERS that the Stay Period (as defined in the Amended and Restated Initial Order of the Honourable Justice Kroft dated December 1, 2022 (the "**ARIO**")) is hereby extended until the earlier of July 5, 2024 or the date upon which the Monitor files a Monitor's Certificate substantially in the form attached as Schedule "A" to this Order (the "**Monitor's Certificate**").

CHARGES

3. THIS COURT ORDERS that the DIP Lender's Charge, the Directors' Charge, and the KERP Charge (as defined in the ARIO) are hereby discharged, released, and terminated.

DISTRIBUTIONS

4. THIS COURT ORDERS that the Monitor shall be authorized and directed to retain a holdback in the amount of \$550,000 (the "**Monitor's Holdback**") from the net proceeds of the Medco Transaction (as defined in the Approval and Vesting Order – 1439573 B.C. Ltd. of the Honourable Justice Chartier dated November 24, 2023) and the Realco Transaction (as defined in the Approval and Vesting Order – HSCF Property Inc. of the Honourable Justice Chartier dated November 24, 2023), as well as any other funds realized from the Applicants' estates (collectively, the "**Net Proceeds**"), on account of further fees and disbursements of the Monitor and its legal counsel, the Applicants' potential GST liability, and other costs identified in the Eighth Report, and apply from time to time the

amounts so held against such further fees and disbursements (without the requirement of taxation or passing of accounts) and the other costs identified in the Eighth Report.

5. THIS COURT ORDERS that the Monitor shall be directed and authorized to make the following distributions to CIBC:

- (a) first, from the Net Proceeds, the sum of \$578,000 shall immediately paid to CIBC; and
- (b) second, the entirety of any residual amounts left over from the Monitor's Holdback after the payment of the Monitor and its legal counsel's final invoices and other costs identified in the Eighth Report.

APPROVALS

6. THIS COURT ORDERS that the Eighth Report and the Monitor's activities, actions, and conduct described therein are hereby approved.

7. THIS COURT ORDERS that the professional fees and disbursements of the Monitor, its legal counsel, McDougall Gauley LLP, and the Applicants' legal counsel, Taylor McCaffrey LLP, as set out in the Eighth Report, are hereby approved.

TERMINATION OF THE CCAA

8. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 5 of this Order and the filing of the Monitor's Certificate substantially in the form as attached as Schedule "A" hereto confirming that the administration of the within proceedings has been completed to the Monitor's satisfaction:

- (a) the Administration Charge (as defined in the ARIO) shall be discharged, terminated, and released;
- (b) the within proceedings shall be terminated without any other act or formality, save and except as provided in this Order; provided, however,

that nothing in this Order affects the validity of any Orders made in these proceedings or any actions or steps taken by any Person;

- (c) the Monitor shall be discharged as Monitor of the Applicants; provided, however, that notwithstanding its discharge herein:
 - (i) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the proceedings herein; and
 - (ii) the Monitor shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Alvarez & Marsal Canada Inc. in its capacity as Monitor.

RELEASES

9. THIS COURT ORDERS that once the Monitor's Certificate is filed:

- (a) the Monitor, its counsel, McDougall Gauley LLP, the Applicants' counsel, Taylor McCaffrey LLP, CIBC, and CIBC's counsel, MLT Aikins LLP, and their respective, directors, officers, shareholders, partners, employees, agents, executors, successors, administrators, and assigns (collectively, the "**Released Parties**") shall be released and discharged from any and all liabilities they now have or may have by reason of, or in any way arising out of, their acts or omissions in relation to these proceedings, save and except for liabilities arising from the Released Parties' gross negligence or willful misconduct; and
- (b) no action or other proceeding shall be commenced against the Released Parties, except with prior leave of this court on notice to the applicable Released Parties.

MISCELLANEOUS MATTERS

10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicants, the Monitor and their agents in carrying out the terms of this Order.

11. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants or the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants, the Monitor and their agents in carrying out the terms of this Order.

_____, 2024

G.L. Chartier

Digitally signed by G.L.
Chartier
Date: 2024.05.06
11:47:08 -05'00'

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:

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

Schedule A – Form of Monitor's Certificate

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MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Kroft of the Manitoba Court of King's Bench (the "**Court**") dated December 1, 2022, Alvarez & Marsal Canada Inc. was appointed as the Monitor (the "**Monitor**") of Manitoba Clinic Medical Corporation and The Manitoba Clinic Holding Co. Ltd. (collectively, the "**Applicants**").

B. Pursuant to an Order of the Honourable Mr. Justice Chartier of the Court dated April 29, 2024, the Court approved the Monitor's discharge, to be effective upon the filing by the Monitor with the Court of a Monitor's Certificate confirming the administration of the within proceedings has been completed to the Monitor's satisfaction.

THE MONITOR CERTIFIES that:

1. The administration of the within proceedings has been completed to the Monitor's satisfaction.

**Alvarez & Marsal Canada Inc., in its capacity as
Monitor of Manitoba Clinic Medical Corporation
and The Manitoba Clinic Holding Co. Ltd., and
not in its personal or corporate capacity**

Per: _____
Name:
Title: