

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

TRUE COPY

ORDER
(ENHANCING THE MONITOR'S POWERS)
DATE OF HEARING: TUESDAY, NOVEMBER 24, 2023 AT 10:00 A.M.
THE HONOURABLE MR. JUSTICE CHARTIER

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**THE KING'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE)
MR. JUSTICE CHARTIER) Friday, the 24th day of November, 2023

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

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ORDER
(ENHANCING THE MONITOR'S POWERS)

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 expanding the scope of the Monitor's powers, was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Sixth Report and the Confidential Supplement, and on hearing the submissions of counsel for the Monitor, the Applicants, Canadian Imperial Bank of Commerce ("**CIBC**"), HSCF Property Inc., 1439573 B.C. Ltd., and Dale Syndicate Services Ltd., 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 sworn November 21, 2023; all filed:

SERVICE

1. THE 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.

INTERPRETATION

2. THE COURT ORDERS that, unless otherwise defined herein, capitalized terms appearing in this Order shall have the meanings given to them in the Amended and Restated Initial Order of the Honourable Mr. Justice Kroft dated December 1, 2022 (the "**ARIO**").

ORDER TO TAKE EFFECT UPON FILING OF MONITOR'S CERTIFICATE

3. THIS COURT ORDERS that this Order shall become effective immediately upon the Monitor filing the Monitor's certificate attached as **Schedule "A"** to this Order (the "**Monitor's Certificate**") which shall then be forthwith served on the members of the Service List in accordance with paragraph 48 of the ARIO.

4. THIS COURT ORDERS that the Monitor's Certificate shall be filed and served if the Monitor determines, in its sole discretion, that the exercise of the additional powers provided herein is reasonably necessary for the Applicants to continue or conclude these proceedings.

MONITOR'S ENHANCED POWERS

5. THIS COURT ORDERS that, without in any way limiting the powers and duties of the Monitor set out in the ARIO or other Orders of the Court in these proceedings, the Monitor shall be directed and empowered, but not required, to exercise the following powers in respect of the Business and Property for and on behalf of the Applicants where the Monitor considers it necessary or desirable to do so:

- (a) to take any and all actions and steps to manage, operate, and carry on the Business, including, without in any way limiting the generality of the foregoing:
 - (i) any actions or steps the Monitor considers necessary or desirable to proceed with an orderly liquidation of the Business and conclude these proceedings;
 - (ii) any actions or steps necessary to complete and disseminate the Applicants' year-end financials;
 - (iii) any and all actions or steps the Applicants are authorized, entitled, or empowered to take by virtue of the Orders made in these proceedings;
 - (iv) receiving and collecting all monies currently in the Applicants' possession, and receiving and collecting all monies and accounts now owed or hereafter owing to the Applicants and exercising all remedies of the Applicants in collecting such monies; and
 - (iv) applying for, surrendering, and otherwise dealing with any permits, licences, approvals, or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Monitor, in the name of the Applicants;
- (b) to preserve and protect the Property, or any parts thereof;
- (c) to report to, meet with, and discuss with such affected Persons as the Monitor deems appropriate on all matters relating to the Property and these proceedings, and to share information, subject to such terms as to confidentiality as the Monitor deems advisable;
- (d) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations; and
- (e) to perform such other duties as are required by this Order or by this Court from time to time.

6. THIS COURT ORDERS that the Monitor is solely authorized and empowered to exercise the powers set out in this Order to the exclusion of, and without any interference from, any Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE MONITOR

7. THIS COURT ORDERS that any Person having notice of this Order shall forthwith advise the Monitor of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Monitor, and shall deliver all such Property to the Monitor upon the Monitor's request.

8. THIS COURT ORDERS that all Persons shall forthwith advise the Monitor of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Monitor or permit the Monitor to make, retain, and take away copies thereof and grant to the Monitor unfettered access to and use of accounting, computer, software, and physical facilities relating thereto, provided however that nothing in this paragraph 8 or in paragraph 9 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

9. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Monitor for the purpose of allowing the Monitor to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Monitor in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Monitor. Further, for the purposes of this paragraph, all Persons shall provide the Monitor with all such assistance in gaining immediate access to the information in the Records as the Monitor may in its discretion require including providing the Monitor with instructions

on the use of any computer or other system and providing the Monitor with any and all access codes, passwords, account names, and account numbers that may be required to gain access to the information.

LIMITATION ON THE MONITOR'S LIABILITY

10. THIS COURT ORDERS that the Monitor is not and shall not for any purposes be deemed to be an officer, director, employee, receiver, receiver-manager, or liquidator of the Applicants, and that no provision in this Order is intended to create a fiduciary duty to any party, including, without limitation, any creditor or shareholder of the Applicants. Any exercise of any power or authority granted to the Monitor by this Order shall be in its capacity as Monitor and for and on behalf of the Applicants.

11. THIS COURT ORDERS that the Monitor is not and shall not for the purposes of the *Income Tax Act*, RSC, 1985, c 1 (5th Supp) be deemed to be a legal representative or person to whom s. 150(3) of that Act applies.

12. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA, the Orders granted in these proceedings, or as an officer of this Court, the Monitor shall incur no liability or obligation, as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or willful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA, the Orders granted in these proceedings, or any applicable legislation.

GENERAL

13. THIS COURT ORDERS that, except as modified by this Order, the ARIO and other Orders of the Court made in these proceedings shall continue to apply.

14. THIS COURT ORDERS that the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

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

16. THIS COURT ORDERS that the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

17. THIS COURT ORDERS that any interested party (including the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

December 1
November __, 2023


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:

J.J. Burnell of MLT Aikins LLP, counsel for Canadian Imperial Bank of Commerce
David R.M. Jackson of Taylory McCaffrey LLP, counsel for Manitoba

Catherine Howden of Pitblado Law, counsel for HSCF Property Inc.
Brandon Rasula of WELL Health Technologies Corp., counsel for 1439573 B.C.
Ltd.
Arad Mojtahedi of Norton Rose Fulbright, counsel for Dale Syndicate Services Ltd.

Schedule A – Form of Monitor's Certificate

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

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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 November 24, 2023, the Court approved the enhancement of the Monitor's powers (the "**Enhanced Powers**") to be effective upon the filing by the Monitor of a certificate if the Monitor determines that the exercise of the Enhanced Powers are reasonably necessary for the Applicants to continue or conclude these proceedings.

THE MONITOR CERTIFIES that:

1. The Monitor has determined that the exercise of the Enhanced Powers are reasonably necessary for the Applicants to continue or conclude these proceedings.

4. This Certificate was delivered by the Monitor at _____ [TIME] on _____
[DATE].

**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: