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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 15
	:
NOVELION THERAPEUTICS INC.,	: Case No. 21- <u>10245</u> (MEW)
	:
Debtor in a Foreign Proceeding.	:
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**PETITIONER’S MOTION FOR ENTRY OF AN ORDER  
SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Alvarez & Marsal Canada Inc., as the liquidator and duly authorized foreign representative (the “Petitioner”) for the above-captioned debtor (the “Company”), in the Company’s foreign proceeding commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the “BCBCA”), pending before the Supreme Court of British Columbia, Vancouver Registry (the “Canadian Court”), File No. S1913050 (the “Canadian Proceeding”), hereby files this motion (the “Motion”) for entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), specifying the form and manner of service of the notice of: (i) the filing of (a) the Company’s chapter 15 petition (together, the “Chapter 15 Petition”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related*

*Relief* (the “Verified Petition”);<sup>1</sup> (ii) the hearing to consider the Petitioner’s request for entry of the Provisional Relief Order (as defined below) and the deadline to object thereto; (iii) the deadline to object to this Court’s entry of the Recognition Order (as defined below); and (iv) the hearing for this Court to consider the Chapter 15 Petition and entry of the Recognition Order. In further support of the relief requested herein, the Petitioner respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Company confirms its consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(P). As set forth in the Verified Petition, venue is proper in this district pursuant to 28 U.S.C. § 1410.

3. The statutory bases for the relief requested herein are Bankruptcy Code section 105(a); Bankruptcy Rules 2002, 9006, and 9007, as well as Local Rules 2002-4 and 9006-1.

### **BACKGROUND**

4. The Canadian Proceeding was commenced under the BCBCA, pursuant to which the Canadian Court entered an order on January 9, 2020 (the “Liquidation Order”) approving the appointment of the Petitioner to serve as the Liquidator of the Company. In addition, the Canadian

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Verified Petition.

Court approved the Debtor's Plan of Liquidation and Distribution (the "Liquidation Plan"), which provides for the liquidation, winding up, and distribution of the Company's assets, payment or settlement of all claims against the Company, and the dissolution of the Company. *See* Liquidation Order ¶ 3.

5. The Company's remaining principal asset consists of 2,498,050 American Depositary Receipts (the "ADRs") of Amryt Pharma plc ("Amryt") for which Citibank N.A., New York Branch ("Citi NY"), acts as depositary.

6. On December 9, 2020, the Petitioner requested authority from the Canadian Court to make an interim distribution of approximately 2.185 million of the ADRs (approximately 84.5% of the ADRs) to the Company's shareholders. By order dated December 16, 2020 (the "Interim Distribution Order"), the Canadian Court authorized the Petitioner to make such distribution. A true and correct copy of the Interim Distribution Order is annexed to the Verified Petition as **Exhibit E**.

7. On February 8, 2021 (the "Petition Date"), the Petitioner commenced this case (the "Chapter 15 Case") by filing a voluntary petition for the Company under chapter 15 of the Bankruptcy Code (the "Petition").

8. Contemporaneously with the filing of the Petition and this Motion, the Petitioner filed: (i) a motion requesting entry of a provisional order (the "Provisional Relief Order"), on an interim basis, enforcing the Interim Distribution Order; and (ii) the Verified Petition seeking entry of a final order after notice and a hearing, granting recognition of the Canadian Proceeding as a foreign main proceeding, or, in the alternative, as a foreign nonmain proceeding under section 1517 of the Bankruptcy Code and enforcing the Interim Distribution Order on a permanent basis in the United States (the "Recognition Order").

9. The Petitioner is requesting that a hearing on the motion for entry of the Provisional Relief Order (the “Provisional Relief Motion”) be set within seven (7) days of the Petition Date, or no later than February 15, 2021. The Petitioner has been in discussions with Citi NY, including sharing advance drafts of the various proposed orders in this Chapter 15 Case, and the Petitioner understands that Citi NY does not oppose the relief requested in the Provisional Relief Motion.

10. Additional information about the Company’s business, the events leading up to the Petition Date, and the facts and circumstances surrounding the Company, the Canadian Proceeding, and the Chapter 15 Case can be found in the Verified Petition, which is incorporated herein by reference.

### **RELIEF REQUESTED**

11. By this Motion, the Petitioner respectfully requests the Court to enter an order, substantially in the form attached as **Exhibit A** (the “Proposed Notice Order”): (i) approving the notice, substantially in the form attached as **Exhibit B** (the “Recognition Notice”), of (a) the filing of the Petition and certain related pleadings pursuant to Chapter 15 of the Bankruptcy Code, including the Verified Petition, (b) the hearing to consider the Petitioner’s request for entry of the Provisional Relief Order and the deadline to object thereto, (c) the deadline (the “Recognition Objection Deadline”) to object to this Court’s entry of the Recognition Order, and (d) the hearing (the “Recognition Hearing”) for this Court to consider the Petition and entry of the Recognition Order; (ii) approving the manner of service of the Recognition Notice on any party that files a notice of appearance in the Chapter 15 Case; (iii) approving the manner of service on the Master Service List (as defined below) of any pleadings that the Petitioner files in the Chapter 15 Case; and (iv) granting certain related relief.

**A. Recognition Notice**

12. Pursuant to Bankruptcy Rule 2002(q) and Local Rule 2002-4, the Petitioner proposes to serve the Recognition Notice, together with copies of the proposed Provisional Relief Order and the proposed Recognition Order, by US or Canadian mail, first class postage prepaid, within two business days of entry of the Proposed Notice Order on the following parties or their respective counsel: (i) all persons or bodies authorized to administer foreign proceedings of the Company; (ii) all entities against whom provisional relief is being sought under Section 1519 of the Bankruptcy Code in the Provisional Relief Motion, including Citi NY; (iii) all parties to litigation pending in the United States in which the Company is a party as of the Petition Date;<sup>2</sup> (iv) the Office of the United States Trustee for the Southern District of New York; (v) the Company; (vi) the Internal Revenue Service; (vii) the Securities and Exchange Commission; and (viii) all other parties which have requested notice (the “Other Interested Parties”) in this Chapter 15 Case (collectively, the “Notice Parties”).

13. The Recognition Notice will: notify the Notice Parties of (i) the filing of the Petition and certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition; (ii) the hearing to consider the Petitioner’s request for entry of the Provisional Relief Order and the deadline to object thereto; (iii) the relief to be granted by the proposed Recognition Order; (iv) the Recognition Objection Deadline and the date and time of the Recognition Hearing; and (v) a telephone number and an email address by which interested parties may obtain various pleadings filed in the Chapter 15 Case.

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<sup>2</sup> The Petitioner is not aware of any pending litigation in which the Company is a party in the United States.

**B. Notice of Appearance**

14. In the event any Other Interested Party subsequently files a notice of appearance in the Chapter 15 Case prior to the Recognition Hearing, the Petitioner will serve the Recognition Notice, together with a copy of the proposed Provisional Relief Order or the Provisional Relief Order as entered, if entered, and the proposed Recognition Order, on such party within three business days of the filing of such notice of appearance to the extent the Petitioner has not already served such documents on the party.

**C. Master Service List**

15. The Petitioner proposes to serve all pleadings that it files in the Chapter 15 Case after the Petition Date by United States or Canadian mail, first class postage prepaid, on the following parties or their respective counsel: (i) any known creditors of the Company; (ii) the Company; (iii) the Internal Revenue Service; (iv) the Office of the United States Trustee for the Southern District of New York; and (v) any Other Interested Parties (collectively, the “Master Service List”).<sup>3</sup> At this time, the Petitioner does not believe there are any secured or unsecured creditors of the Company.

**BASIS FOR RELIEF REQUESTED**

16. Bankruptcy Rule 2002(q) provides, in pertinent part, that:

The clerk, or some other person as the court may direct, shall forthwith give the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct, at least 21 days’ notice by mail of the hearing. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

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<sup>3</sup> In accordance with the Liquidation Plan, the Petitioner, on behalf of the Company, has paid all creditors in full. Consequently, the Petitioner does not believe that the Company has any remaining creditors, other than the Petitioner.

Fed. R. Bankr. P. 2002(q).

17. Bankruptcy Rule 2002(m), in turn, provides that “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by [the Bankruptcy Rules].”

18. Under the facts and circumstances of the Company’s Chapter 15 Case, the Petitioner submits that service of the Recognition Notice in the manner proposed herein will provide the Notice Parties due and sufficient notice and service of such matters and any associated objection deadlines and hearing dates.

19. Furthermore, the Recognition Notice provides multiple efficient ways for any party receiving such notice to obtain copies of pleadings filed in this Chapter 15 Case, as it provides a telephone number and an email address that can be used to obtain critical documents—including the Verified Petition, the proposed Provisional Relief Order and the proposed Recognition Order—in the Chapter 15 Case. Additionally, service by the Petitioner of all pleadings that it files after the Petition Date in the Chapter 15 Case by United States or Canadian mail, first class postage prepaid, on the Master Service List is an efficient and effective way to provide notice to such parties.

20. Accordingly, the Petitioner requests that the Court declare that service to the Notice Parties of the Recognition Notice, together with the proposed Provisional Relief Order and the proposed Recognition Order, as proposed herein, is due and sufficient notice and service on all interested parties of the filing of the Petition, the Verified Petition, the Petitioner’s request for entry of the Provisional Relief Order, and the proposed Recognition Order.

**REQUEST TO WAIVE SERVICE TO CERTAIN FOREIGN CREDITORS**

21. Service on foreign creditors is governed by section 1514 of the Bankruptcy Code. Despite its placement in the section of the Bankruptcy Code dealing with “ancillary and other cross-border cases,” it is unclear whether Section 1514 has any application in the context of a case under Chapter 15 of the Bankruptcy Code. Certain commentators have explained that the section is the “last in a series of sections dealing with the international aspects of cases under chapters *other than chapter 15*.” 8 COLLIER ON BANKRUPTCY, ¶ 1514.01 (16th ed. Rev. 2019) (emphasis added).

22. To the extent that the Company has any creditors and section 1514 does apply, the Petitioner requests that service in this Chapter 15 Case be limited to creditors and other interested parties that are located in the U.S. or Canada, and that the Petitioner be excused from having to serve interested parties located elsewhere.

23. Serving creditors, if any, beyond the United States and Canada would be potentially burdensome, would add unnecessary expense, and would serve little purpose. Indeed, the underlying relief sought in this Chapter 15 Case falls entirely within the territorial United States, so these Chapter 15 Cases should have little to no impact on such creditors. Moreover, contemporaneously with entering the Liquidation Order and approving the Liquidation Plan, the Canadian Court entered an order (the “Claims Process Order”) pursuant to which it approved a claims adjudication process (the “Claims Process”). A copy of the Claims Process Order is annexed to the Verified Petition as **Exhibit D**. The Claims Process established certain procedures, including notice to creditors, to solicit, determine and resolve any claims against the Company and its former directors and officers. In accordance with the Claims Process Order, the Petitioner was entrusted with administering the Claims Process. In that regard, the Petitioner delivered the notices

required by the BCBCA, posted a notice of the Claims Process on the Petitioner's case website, and published a notice of the Claims Process twice in Canadian and US news publications. The notice sent to known creditors as evidenced by the Company's books and records included the amount the Petitioner determined was owed by the Company based upon the Company's books and records. Pursuant to the Claims Process, the deadline for creditors to file proofs of claim or dispute the amount of their claims as determined by the Petitioner, as liquidator, was May 29, 2020. All claims against the Company have been agreed and fully paid. There are no pending objections to claims and no claims were filed after the claims bar date. Accordingly, it appears that the Claims Process has been duly concluded.

24. Given that foreign creditors with claims against the Company had the opportunity to participate fully in the Canadian Proceeding, burdening the Petitioner with onerous notice requirements would weigh against the best interests of the Company's estate.

#### **NOTICE**

25. The Petitioner requests that the Court grant this Motion without notice to creditors or other parties in interest. The Petitioner will serve notice of the signed order in accordance with the procedures set forth in this Motion. In light of the nature of the relief requested, the Petitioner submits and requests that this Court hold that no further notice is required.

**MOTION PRACTICE**

26. This Motion includes cites to the applicable rules and statutory provisions upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Petitioner submits this Motion satisfies Local Rule 9013-1(a).

**NO PRIOR REQUEST**

27. The Petitioner has not previously sought the relief requested herein from this Court or any other court.

**CONCLUSION**

WHEREFORE, the Petitioner respectfully requests entry of the Proposed Notice Order and such other and further relief as this Court deems just and proper.

February 8, 2021  
New York, New York

*/s/ Eric Daucher*

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Eric Daucher

Francisco Vazquez

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*Counsel to the Petitioner*

**Exhibit A**

Proposed Notice Order

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 15
	: :
NOVELION THERAPEUTICS INC.,	: Case No. 21- _____ (____)
	: :
Debtor in a Foreign Proceeding.	: :
-----	x

**ORDER SPECIFYING THE FORM AND MANNER OF SERVICE OF NOTICE**

Upon consideration of the motion (the "Motion")<sup>1</sup> of Alvarez & Marsal Canada Inc., as the liquidator and duly authorized foreign representative (the "Liquidator" or the "Petitioner") for the above-captioned debtor (the "Company") in the foreign proceeding (the "Canadian Proceeding") commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the "BCBCA"), pending before the Supreme Court of British Columbia, Vancouver Registry (the "Canadian Court"), seeking entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 2002, 9006 and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), specifying the form and manner of service of the notice of: (i) the filing of (a) the Company's Chapter 15 Petition and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Verified Petition, (ii) the hearing to consider the Petitioner's request for entry of the Provisional Relief Order and the deadline to object thereto; (iii) the deadline to object to this Court's entry of the Recognition Order; and (iv) the hearing for this Court to consider the Petition and entry of the Recognition Order, and granting certain related relief; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the

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<sup>1</sup> All capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

best interests of the Petitioner, the Company, and other parties-in-interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. A hearing on the Provisional Relief Motion is scheduled for February [●], 2021 at \_\_\_:\_\_\_ \_\_.m. (prevailing Eastern Time) before the Honorable [●] at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, [●] Floor, Courtroom No. [●], New York, New York 10004.
3. Objections to the Provisional Relief Motion shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Company's Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before February [●], 2021 at \_\_\_:\_\_\_ \_\_.m. (prevailing Eastern Time).
4. A hearing on the Petition (the "Recognition Hearing") to consider entry of the Recognition Order is scheduled for March [●], 2021 at \_\_\_:\_\_\_ \_\_.m. (prevailing Eastern Time) before the Honorable [●] at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, [●] Floor, Courtroom No. [●], New York, New York 10004.
5. Objections to the Petition or the Court's entry of the Recognition Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Company's Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright

US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before seven (7) days before the Recognition Hearing.

6. The Recognition Notice, substantially in the form attached hereto as **Exhibit 1**, is hereby approved.

7. Prior to mailing the Recognition Notice, the Petitioner may fill in any missing dates and other information, correct any typographical errors, confirm the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes as the Petitioner deems necessary or appropriate.

8. The Petitioner shall serve, or cause to be served, on the Notice Parties: (i) the Recognition Notice, (ii) the proposed Provisional Relief Order, and (iii) the proposed Recognition Order by United States or Canadian mail, first class postage prepaid, by close of business on February [●], 2021.

9. The Petitioner shall serve, or cause to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Petitioner in the Chapter 15 Case by United States or Canadian mail, first class postage prepaid and no further or additional notice will be required. Service of all pleadings filed in this Chapter 15 Case on the Master Service List is hereby approved as due and sufficient notice of such pleadings on all interested parties in this Chapter 15 Case.

10. To the extent not previously served, in the event any other interested party files a notice of appearance in the Chapter 15 Case before the Recognition Hearing, the Petitioner shall serve, or cause to be served, on such party the Recognition Notice, the proposed Provisional Relief Order, and the proposed Recognition Order (or, to the extent the proposed Recognition Order has previously been entered by this Court, the Recognition Order) within three (3) business days of

the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

11. Service of the Recognition Notice, the proposed Provisional Relief Order, and the proposed Recognition Order in accordance with this Order is hereby approved as due and sufficient notice of the filing of the Petition, the Verified Petition, the proposed Provisional Relief Order, the hearing to consider the Petitioner's request for entry of the Provisional Relief Order and the deadline to object thereto, the proposed Recognition Order, the Recognition Hearing, and the Recognition Objection Deadline.

12. All notice requirements specified in section 1514 of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to the Chapter 15 Case.

13. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: \_\_\_\_\_, 2021  
New York, New York

\_\_\_\_\_  
Honorable \_\_\_\_\_  
United States Bankruptcy Judge

**Exhibit 1**

Recognition Notice

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	x
In re:	: Chapter 15
	: :
NOVELION THERAPEUTICS INC.,	: Case No. 21-_____ (____)
	: :
Debtor in a Foreign Proceeding.	: :
-----	x

**NOTICE OF (I) FILING OF (A) PETITION PURSUANT TO CHAPTER 15 OF THE BANKRUPTCY CODE AND (B) PETITIONER’S PROVISIONAL RELIEF MOTION AND THE DEADLINE TO OBJECT THERETO; (II) DEADLINE TO OBJECT TO ENTRY OF RECOGNITION ORDER; AND (III) HEARING FOR COURT TO CONSIDER CHAPTER 15 PETITION AND ENTRY OF RECOGNITION ORDER**

**PLEASE TAKE NOTICE** that on February 8, 2021, Alvarez & Marsal Canada Inc., as Liquidator and duly authorized foreign representative (the “Liquidator” or the “Petitioner”) for the above-captioned debtor (the “Company”) pursuant to an order entered (the “Liquidation Order”) in a foreign proceeding (the “Canadian Proceeding”) commenced under the *Business Corporations Act*, S.B.C. 2002 c. 57 (the “BCBCA”), pending before the Supreme Court of British Columbia, Vancouver Registry (the “Canadian Court”), filed a petition (the “Chapter 15 Petition”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing the Company’s chapter 15 case (collectively, the “Chapter 15 Case”) ancillary to the Canadian Proceeding, with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that in the Chapter 15 Case, the Petitioner filed the *Petitioner’s Motion for Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* (the “Provisional Relief Motion”), requesting that the Court grant provisional relief in the form of an order (the “Provisional Relief Order”) enforcing the Interim Distribution Order (as defined in the Provisional Relief Motion) in the United States. The Bankruptcy Court has scheduled a hearing to consider the Provisional Relief Motion and entry of the Provisional Relief Order for \_\_\_\_\_. A copy of the Provisional Relief Order is attached hereto as Exhibit A.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Provisional Relief Motion or the Court’s entry of the Provisional Relief Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent’s interests in the Company’s Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that the Petitioner has filed the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief* (the “Verified Petition”), requesting that the Court enter a final order (the “Recognition Order”), after notice and a hearing, (a) granting recognition of the Canadian

Proceeding in respect of the Company as a foreign main proceeding, as defined in section 1502(4) of the Bankruptcy Code or, in the alternative, as a foreign nonmain proceeding, as defined in section 1502(5) of the Bankruptcy Code; (b) granting all relief afforded to foreign representatives and foreign debtors in a foreign main proceeding automatically upon recognition pursuant to section 1520 of the Bankruptcy Code and, as applicable, discretionary relief pursuant to section 1521 of the Bankruptcy Code, including authorizing the Petitioner to supervise the administration, realization, and distribution of the Company's assets within the territorial jurisdiction of the United States and directing Citibank N.A., New York Branch and other entities in the United States to take any and all lawful actions necessary to give effect to the Petitioner's instructions with respect to such distributions in the United States; and (c) granting such other and further relief as the Court deems just and proper.

**PLEASE TAKE FURTHER NOTICE** that copies of the Petition and certain other pleadings filed contemporaneously therewith in support of the Petition, including the Verified Petition, are available by contacting counsel to the Petitioner, Eric Daucher and Francisco Vazquez, at Norton Rose Fulbright US LLP at (212) 318-3000 (or via their respective e-mail addresses on the following page).

**PLEASE TAKE FURTHER NOTICE** that the Court has (i) scheduled a hearing (the "Recognition Hearing") to consider entry of the Recognition Order for [●], 2021 at \_\_:\_\_ \_\_.m.(prevailing Eastern Time) before the Honorable [●] at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, [●] Floor, Courtroom No. [●], New York, New York 10004, and (ii) established on or before 4:00 p.m. (prevailing Eastern Time) on [●], 2021, (the "Recognition Objection Deadline") as the deadline to object to the Court's entry of the Recognition Order. A copy of the Petitioner's proposed Recognition Order is attached hereto as Exhibit B.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Petition or the Court's entry of the Recognition Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Company's Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before the Recognition Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that all parties-in-interest in the Chapter 15 Case that are opposed to the Petition or the Court's entry of the Recognition Order must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Petitioner on the docket of the Chapter 15 Case of the date and time to which the Recognition Hearing has been adjourned.

**PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE PETITIONER AND ENTER THE RECOGNITION ORDER WITHOUT FURTHER NOTICE OR A HEARING.**

**PLEASE TAKE FURTHER NOTICE** that at the Recognition Hearing, the Court may order the scheduling of a case management conference to consider the efficient administration of the case.

February \_\_, 2021  
New York, New York

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Francisco Vazquez  
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francisco.vazquez@nortonrosefulbright.com

*Counsel to the Petitioner*

**Exhibit B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	x
In re:	: Chapter 15
	: :
NOVELION THERAPEUTICS INC.,	: Case No. 21-_____ (____)
	: :
Debtor in a Foreign Proceeding.	: :
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**PLEASE TAKE FURTHER NOTICE** that in the Chapter 15 Case, the Petitioner filed the *Petitioner’s Motion for Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* (the “Provisional Relief Motion”), requesting that the Court grant provisional relief in the form of an order (the “Provisional Relief Order”) enforcing the Interim Distribution Order (as defined in the Provisional Relief Motion) in the United States. The Bankruptcy Court has scheduled a hearing to consider the Provisional Relief Motion and entry of the Provisional Relief Order for \_\_\_\_\_. A copy of the Provisional Relief Order is attached hereto as Exhibit A.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Provisional Relief Motion or the Court’s entry of the Provisional Relief Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent’s interests in the Company’s Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that the Petitioner has filed the *Petitioner’s Verified Petition Under Chapter 15 for Recognition of the Canadian Proceeding and Request for Related Relief* (the “Verified Petition”), requesting that the Court enter a final order (the “Recognition Order”), after notice and a hearing, (a) granting recognition of the Canadian

Proceeding in respect of the Company as a foreign main proceeding, as defined in section 1502(4) of the Bankruptcy Code or, in the alternative, as a foreign nonmain proceeding, as defined in section 1502(5) of the Bankruptcy Code; (b) granting all relief afforded to foreign representatives and foreign debtors in a foreign main proceeding automatically upon recognition pursuant to section 1520 of the Bankruptcy Code and, as applicable, discretionary relief pursuant to section 1521 of the Bankruptcy Code, including authorizing the Petitioner to supervise the administration, realization, and distribution of the Company's assets within the territorial jurisdiction of the United States and directing Citibank N.A., New York Branch and other entities in the United States to take any and all lawful actions necessary to give effect to the Petitioner's instructions with respect to such distributions in the United States; and (c) granting such other and further relief as the Court deems just and proper.

**PLEASE TAKE FURTHER NOTICE** that copies of the Petition and certain other pleadings filed contemporaneously therewith in support of the Petition, including the Verified Petition, are available by contacting counsel to the Petitioner, Eric Daucher and Francisco Vazquez, at Norton Rose Fulbright US LLP at (212) 318-3000 (or via their respective e-mail addresses on the following page).

**PLEASE TAKE FURTHER NOTICE** that the Court has (i) scheduled a hearing (the "Recognition Hearing") to consider entry of the Recognition Order for [●], 2021 at \_\_: \_\_.m.(prevailing Eastern Time) before the Honorable [●] at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, [●] Floor, Courtroom No. [●], New York, New York 10004, and (ii) established on or before 4:00 p.m. (prevailing Eastern Time) on [●], 2021, (the "Recognition Objection Deadline") as the deadline to object to the Court's entry of the Recognition Order. A copy of the Petitioner's proposed Recognition Order is attached hereto as Exhibit B.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Petition or the Court's entry of the Recognition Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Company's Chapter 15 Case, (ii) filed with the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004, and (iii) served upon Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, New York 10019 (Attn: Eric Daucher and Francisco Vazquez), on or before the Recognition Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that all parties-in-interest in the Chapter 15 Case that are opposed to the Petition or the Court's entry of the Recognition Order must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Petitioner on the docket of the Chapter 15 Case of the date and time to which the Recognition Hearing has been adjourned.

**PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE PETITIONER AND ENTER THE RECOGNITION ORDER WITHOUT FURTHER NOTICE OR A HEARING.**

**PLEASE TAKE FURTHER NOTICE** that at the Recognition Hearing, the Court may order the scheduling of a case management conference to consider the efficient administration of the case.

February \_\_, 2021  
New York, New York

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*Counsel to the Petitioner*