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COURT FILE NUMBER

2201-03735

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

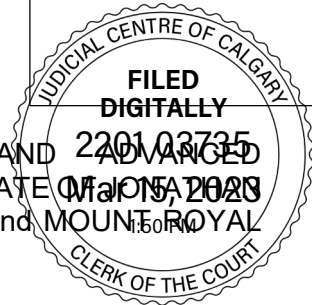
PLAINTIFF

THE BANK OF MONTREAL

DEFENDANTS

THE INSTITUTE OF WELLNESS AND ADVANCED
AESTHETICS LTD., WANDA LEE, THE ESTATE OF PATRICK LEE, 1608309 ALBERTA LTD., and MOUNT ROYAL
SURGICAL CENTRE INC.

Clerk's Stamp



DOCUMENT

ORDER (Discharge)

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT:

McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9
Attention: Walker W. MacLeod
Tel: 403-260-3710
Fax: 403-260-3501
Email: wmacleod@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED:

March 15, 2023

LOCATION OF HEARING OR TRIAL:

Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER:

Justice B.B. Johnston

UPON the application (the "**Application**") of Alvarez & Marsal Canada Inc. (the "**Receiver**"), in its capacity as the court-appointed receiver and manager of the assets, properties, and undertakings (collectively, the "**Property**") of The Institute of Wellness and Advanced Aesthetics Ltd., 1608309 Alberta Ltd., and Mount Royal Surgical Centre Inc. (collectively, the "**Debtors**") pursuant to the Receivership Order, granted by the Honourable Justice J.T. Neilson on April 1, 2022 (the "**Receivership Order**"), in the within proceedings (the "**Proceedings**"); **AND UPON** reading the Third Report of the Receiver, dated March 6, 2023 (the "**Third Receiver's Report**"), filed; **AND UPON** reading the Affidavit of Service of Laura Grigoras, sworn on March 10, 2023 (the "**Service Affidavit**"), filed; **AND UPON** hearing counsel for the Receiver and for any other parties who may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application, and the Third Receiver's Report is abridged, the Application is properly returnable today, service of Application, and the Third Receiver's Report on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those listed on the service list (the "**Service List**") attached as an exhibit to the Service Affidavit, are entitled to service of the Application or the Third Receiver's Report.

APPROVAL OF ACCOUNTS & ACTIVITIES

2. The Receiver's accounts for its fees and disbursements, as set out in paragraph 21 and Appendix "B" of the Third Receiver's Report, are hereby approved, without the necessity of a formal passing of its accounts.

3. The accounts of the Receiver's legal counsel, McCarthy Tétrault LLP, for its fees and disbursements, as set out in paragraph 21 and Appendix "B" of the Third Receiver's Report, are hereby approved, without the necessity of a formal assessment of its accounts.

4. The Receiver's activities, as set out in the Third Receiver's Report and in all of its other reports, supplements, affidavits, pleadings, and materials, filed in these Proceedings, and the final statement of receipts and disbursements as set out in paragraph 10 of the Third Receiver's Report, are hereby ratified and approved.

DISCHARGE OF THE RECEIVER

5. On the evidence before this Honourable Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within Proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

6. No action or other proceedings shall be commenced against the Receiver in any way arising from or relate to its capacity or conduct as Receiver, except with prior leave of this Court, on notice to the Receiver, and upon such terms as this Court may direct.

7. Upon the Receiver filing with the Clerk of the Court a certificate, substantially in the form attached as Schedule "A" hereto, confirming that all authorized distributions have been completed, the Receiver shall be discharged as Receiver of the Debtors and the Property, provided however that notwithstanding the Receiver's discharge herein:

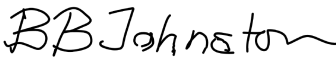
- (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein or these Proceedings; and,
- (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these Proceedings, including all approvals, protections, and stays of proceedings in favour of the Receiver, in its capacity as Receiver.

8. The Receiver shall deliver all of the books and records of the Debtors to Llewellyn Law LLP.

MISCELLAENOUS MATTERS

9. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

10. Service of this Order on any party not attending this application is hereby dispensed with.



J.C.C.K.B.A.

**SCHEDULE "A" TO THE ORDER (DISCHARGE ORDER)
RECEIVER'S DISCHARGE CERTIFICATE**

COURT FILE NUMBER	2201-03735
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	THE BANK OF MONTREAL
DEFENDANTS	THE INSTITUTE OF WELLNESS AND ADVANCED AESTHETICS LTD., WANDA LEE, THE ESTATE OF JONATHAN PATRICK LEE, 1608309 ALBERTA LTD., and MOUNT ROYAL SURGICAL CENTRE INC.
DOCUMENT	RECEIVER'S DISCHARGE CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:	McCarthy Tétrault LLP 4000, 421 – 7th Avenue SW Calgary, Alberta T2P 4K9 Attention: Walker W. MacLeod Tel: 403-260-3710 Fax: 403-260-3501 Email: wmacleod@mccarthy.ca

Clerk's Stamp

RECEIVER'S DISCHARGE CERTIFICATE

1. All capitalized terms used in this Receiver's Discharge Certificate and not otherwise defined shall have the meaning ascribed to them in the Order issued by The Honourable Justice B.B. Johnston of the Court of King's Bench of Alberta, in the within proceedings, granted on March 15, 2023 (the "**Discharge Order**").
2. Pursuant to the Discharge Order, the Court provided for the discharge of the Receiver, upon the filing of this certificate, by the Receiver, confirming that all remaining and residual funds have been distributed in accordance with the Discharge Order and the Order granted in the within proceedings on July 7, 2022 (the "**Distribution Order**").

THE RECEIVER HEREBY CONFIRMS AND CERTIFIES THE FOLLOWING:

1. All remaining and residual funds have been distributed in accordance with the Distribution Order and the Discharge Order, as applicable.

DATE THIS _____ DAY OF _____, 2023

ALVAREZ & MARSAL CANADA INC., in its capacity as receiver and manager of the undertaking, property and assets of **THE INSTITUTE OF WELLNESS AND ADVANCED AESTHETICS LTD., 1608309 ALBERTA LTD., AND MOUNT ROYAL SURGICAL CENTRE INC.**, and not in its personal or corporate capacity.

Per: _____
Name:
Title: