

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE	)	FRIDAY, THE 26 th
	)	
JUSTICE MCEWEN	)	DAY OF JUNE, 2020

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 **AGMEDICA BIOSCIENCE INC.,**
2472602 ONTARIO INC., 2642466 ONTARIO INC., 8895309
CANADA INC., WELLWORTH HEALTH CORP., 8050678
CANADA INC., 8326851 CANADA INC., TAVIVAT
NATURALS INC., WORLDWIDE BEVERAGE
INNOVATIONS INC., UNIQUE BEVERAGES (USA) INC.,
and ESEELA INC.

(each an “Applicant” and, collectively, the “Applicants”)

ORDER

(Re: Stay Extension, SISP Termination & Distribution of Net Proceeds)

THIS MOTION, made by the Applicants pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”) for an order, among other things: (i) extending the stay of proceedings from June 30, 2020, to and including September 11, 2020; (ii) approving a distribution of the net proceeds from the sale transactions (together, the “**Transactions**”) contemplated by: (a) the agreement of purchase and sale between 2472602 Ontario Inc. (“**247**”), as vendor, and 1815513 Ontario Inc., as purchaser, dated June 5, 2020, in respect of the lands and premises municipally described as 830 Richmond Street, Chatham-Kent, Ontario; and (b) the agreement of purchase and sale between 247, as vendor, and 1803299 Ontario Inc., as purchaser, dated June 15, 2020, in respect of the lands and premises municipally described as 715 Richmond Street, Chatham-Kent, Ontario; and (iii) approving the fees and disbursements

of Ernst & Young Inc., in its capacity as court-appointed monitor (the “**Monitor**”) and its counsel, was heard this day by Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Affidavit of Trevor Henry dated June 22, 2020 (the “**Henry Affidavit**”) and the Seventh Report of the Monitor dated June 24, 2020 and appendices thereto (the “**Seventh Report**”), and on hearing the submissions of counsel for the Applicants, and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Adam Driedger sworn June 22, 2020, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in support of this motion and the Seventh Report be and is hereby abridged and validated, such that this motion is properly returnable today and hereby dispenses with further service thereof.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period as ordered and defined in paragraph 15 of the Amended and Restated Initial Order dated December 12, 2020 (the “**Initial Order**”), is hereby extended to and including September 11, 2020.

SALE AND INVESTMENT SOLICITATION PROCESS TERMINATION

3. **THIS COURT ORDERS** that the Sale and Investment Solicitation Process approved by this Court pursuant to the Order of Mr. Justice McEwen dated January 3, 2020, is hereby terminated.

DISTRIBUTION OF NET PROCEEDS FROM TRANSACTIONS

4. **THIS COURT ORDERS** that, subject to the closing of the applicable Transaction, 247 is hereby authorized, directed and empowered to distribute the net proceeds from each Transaction to SF V Bridge III, LP (“**Stabilis**”) in partial satisfaction of the amounts due and owing by 247 to Stabilis under the loan agreement between, among others, 247 and Stabilis dated as of May 31, 2019 (the “**Distributions**”).

5. **THIS COURT ORDERS** that the Monitor is hereby authorized, directed and empowered to take any further steps that it deems necessary or desirable to complete the Distributions.

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such application; and
- (c) any assignment in bankruptcy made in respect of the Applicants,

the Distribution shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation, and

shall, upon the receipt thereof by Stabilis, be free of all claims, liens, security interests, charges or other encumbrances granted by or relating to the Applicants.

FEE APPROVAL

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor in the amount of \$822,621.14 for the period from February 1, 2020 to May 15, 2020 inclusive, as set out in the Seventh Report, are hereby approved.

8. **THIS COURT ORDERS** that the fees and disbursements of McCarthy Tétrault LLP, in its capacity as counsel to the Monitor, in the amount of \$84,514.31 for the period from February 1, 2020 to April 30, 2020 inclusive, as set out in the Seventh Report, are hereby approved.

GENERAL

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

10. **THIS COURT ORDERS** that, notwithstanding Rule 59.05, this Order is effective from the date that it is made, and is enforceable without any need for entry and filing. In accordance with Rules 77.07(6) and 1.04, no formal order need be entered and filed unless an appeal or a motion for leave to appeal is brought to an appellate court. Any party may nonetheless submit a formal order for original signing, entry and filing when the Court returns to regular operations.

11. **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 and 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS** that each of the Applicants and 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.



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 **AGMEDICA BIOSCIENCE INC., 2472602 ONTARIO INC., 2642466 ONTARIO INC., 8895309 CANADA INC., WELLWORTH HEALTH CORP., 8050678 CANADA INC., 8326851 CANADA INC., TAVIVAT NATURALS INC., WORLDWIDE BEVERAGE INNOVATIONS INC., UNIQUE BEVERAGES (USA) INC., and ESEELA INC.**

Court File No. CV-19-00632052-00CL

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

ORDER

(Re: Stay Extension, SISP Termination, Distribution)

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