

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**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”)**

**SUPPLEMENT TO THE SIXTH REPORT OF THE MONITOR  
DATED MARCH 9, 2020**

**PURPOSE**

1. This supplement to the Sixth Report of the Monitor (the “**Supplemental Sixth Report**”) is provided in reference to the Monitor’s Sixth Report dated March 5, 2020. The purpose of this Supplemental Sixth Report is to provide this Honourable Court with further information on the Sale Agreement between Dancor Lands Corporation in Trust (the “**Buyer**”), as buyer, and 2472602 Ontario Inc. (“**2472602**”), as seller, for the London Property.

**TERMS OF REFERENCE**

2. In preparing this Supplemental Sixth Report and making the comments herein, the Monitor has been provided with, and has relied upon, unaudited financial information, books and records prepared by the Applicants, discussions with management of the Applicants (“**Management**”), and information from other third-party sources (collectively, the “**Information**”).

3. The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of such information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards (“GAAS”) pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
4. Unless otherwise indicated, the Monitor’s understanding of factual matters expressed in this Supplemental Sixth Report concerning the Applicants and their business is based on the Information, and not independent factual determinations made by the Monitor.
5. All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Sixth Report.

#### **UPDATE ON THE SALE AGREEMENT**

6. As noted in the Sixth Report, 2472602 was required to meet certain conditions in favour of the Buyer within 60 days following the acceptance of the offer to purchase the London Property. On March 5, 2020, the Buyer agreed to waive any remaining conditions provided that the Sale Agreement be amended to, among other things, provide that the closing of the Transaction would occur by no later than 6:00 p.m. on May 29, 2020; not within 30 days of the buyer waiving all conditions as originally contemplated in the Sale Agreement. A copy of the signed amendment to the Sale Agreement (the “**Amendment**”) is attached as Appendix “A” to this Supplemental Sixth Report.
7. The Monitor has been advised by CBRE that the Buyer is not willing to agree to an earlier closing date. The Amendment did not alter the purchase price payable by the Buyer for the London Property. Accordingly, the Monitor remains of the opinion that the terms and price of the Sale Agreement, as amended by the Amendment, are reasonable.

## **CONCLUSIONS AND RECOMMENDATIONS**

8. For the reasons set out above and in the Sixth Report, the Monitor continues to recommend that the Court grant the proposed Approval and Vesting Order, if the Court sees fit.

All of which is respectfully submitted this 9th day of March 2020.

**ERNST & YOUNG INC., in its capacity  
as Monitor of the Applicants, and not in  
its corporate or personal capacity.**

**per:**

A handwritten signature in blue ink, appearing to read "Alex Morrison", with a stylized flourish at the end.

**Alex Morrison, CPA, CA  
Senior Vice President**

## **APPENDIX “A”**

### **Amendment to the Sale Agreement**

**Amendment to  
Agreement of Purchase and Sale - Commercial**

**BETWEEN:**

**BUYER:** Dancor Lands Corporation In Trust

**AND**

**SELLER:** 2472602 ONTARIO INC.

RE: Agreement of Purchase and Sale - Commercial (Agreement) between the Seller and Buyer, dated the 7 day of Jan, 2020,  
concerning the property known as 1095 Wilton Grove Road, London, Ontario

..... as more particularly described in the aforementioned Agreement.

**The Buyer and Seller herein agree to the following amendment(s) to the aforementioned Agreement:**

**Delete:**

All Buyer Conditions ~~making the agreement firm and binding.~~

Completion Date: This Agreement shall be completed by no later than 6:00 pm on the 30th day after waiving all conditions.

**Insert:**

The Seller is allowed to enter the building with 48 hours notice to measure and review the facility for future construction up to the closing date.

Completion Date: This Agreement shall be completed by no later than 6:00 pm on the 29th day of May, 2020.

This amendment does not change or effect the status of the binding, previously executed, Agreement of Purchase and Sale other than the items noted above.

INITIALS OF BUYER(S):

INITIALS OF SELLER(S):

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**IRREVOCABILITY:** This Offer to Amend the Agreement shall be irrevocable by Buyer Seller until 4 X March 2, 2020 (a.m./p.m.)  
on the 6 day of March, 2020, after which time, if not accepted, this Offer to Amend the Agreement shall be null and void.

For the purposes of this Amendment to Agreement, "Buyer" includes purchaser and "Seller" includes vendor.  
Time shall in all respects be of the essence hereof provided that the time for doing or completing of any matter provided for herein may be extended or abridged by an agreement in writing signed by Seller and Buyer or by their respective solicitors who are hereby expressly appointed in this regard.

**All other Terms and Conditions in the aforementioned Agreement to remain the same.**

SIGNED, SEALED AND DELIVERED in the presence of:

IN WITNESS whereof I have hereunto set my hand and seal:

MC  
(Witness)

X [Signature]  
(Buyer/Seller/Authorized Signing Officer)

X March 2, 2020  
(Seal) (Date)

(Witness)

(Buyer/Seller/Authorized Signing Officer)

(Seal) (Date)

I, the Undersigned, agree to the above Offer to Amend the Agreement.

SIGNED, SEALED AND DELIVERED in the presence of:

IN WITNESS whereof I have hereunto set my hand and seal:

[Signature]  
(Witness)

[Signature]  
(Buyer/Seller/Authorized Signing Officer)

Mar. 5, 2020  
(Seal) (Date)

(Witness)

(Buyer/Seller/Authorized Signing Officer)

(Seal) (Date)

The undersigned spouse of the Seller hereby consents to the amendment(s) hereinbefore set out.

(Witness)

(Spouse)

(Seal) (Date)

**CONFIRMATION OF ACCEPTANCE:** Notwithstanding anything contained herein to the contrary, I confirm this Agreement with all changes both typed

and written was finally accepted by all parties at 11:13 this 6 day of MARCH, 2020  
(a.m./p.m.)

[Signature]  
(Signature of Seller or Buyer)

#### ACKNOWLEDGEMENT

I acknowledge receipt of my signed copy of this accepted Amendment to Agreement and I authorize the Brokerage to forward a copy to my lawyer.

(Seller) 2472602 ONTARIO INC. (Date)

(Seller) (Date)

Address for Service

(Tel. No.)  
Seller's Lawyer Rosa Lupo, Gowling WLG (Canada) LLP

Address 50 Queen Street N, Suite 1020 POBox 2248 Kitchener N2H 6M2

Email rosa.lupo@gowlingwlg.com

519-575-7511  
(Tel. No.)

519-571-5011  
(Fax No.)

I acknowledge receipt of my signed copy of this accepted Amendment to Agreement and I authorize the Brokerage to forward a copy to my lawyer.

X [Signature] X 3/6/2020  
(Buyer) Dancor Lands Corporation In Trust (Date)

(Buyer) (Date)

Address for Service

(Tel. No.)  
Buyer's Lawyer Cindy Aulicino, Rigobon Carli

Address 3700 Steeles Avenue West, Suite 401, Woodbridge, ON L4L 8K8

Email cindy@rigoboncarli.com

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