

**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”)

Applicants

**MOTION RECORD
Returnable February 4, 2020**

January 28, 2020

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2	Affidavit of Trevor Henry sworn January 28, 2020
3	Draft Claims Procedure Order

TAB 1

**ONTARIO
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Applicants

NOTICE OF MOTION

**(Re: Claims Procedure Order)
(Returnable February 4, 2020)**

The Applicants will make a motion to a Judge presiding over the Commercial List on February 4, 2020, at 10:00 a.m. (EST), or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING:

This motion is to be heard orally.

THIS MOTION IS FOR:

1. an Order substantially in the form attached to the Motion Record at Tab 3 (the “**Claims Procedure Order**”) establishing a claims procedure for the submission, evaluation and adjudication of claims against the Applicants and claims against the Directors and Officers of the Applicants (the “**Claims Procedure**”); and

2. such further and other relief as this Court deems just.

THE GROUNDS FOR THIS MOTION ARE:

3. the Applicants obtained an initial order on December 2, 2019, as amended and restated, (the “**Initial Order**”) pursuant to the *Companies’ Creditors Arrangement Act* (the “**CCAA**”). The Initial Order, among other things, appointed Ernst & Young Inc. to act as the Court-appointed monitor of the Applicants (in such capacity, the “**Monitor**”).
4. The Claims Procedure is necessary to enable the Applicants to ascertain any Claims that exist against the Applicants and its Directors and Officers in order to assess what impact such Claims may have with respect to their restructuring and a plan of compromise and arrangement, and to have those Claims determined expediently, for the purposes of a plan of compromise or arrangement to be filed, voted upon and implemented;
5. The Claims Procedure is a fair and reasonable method of determining the potential distribution rights of creditors of the Applicants;
6. The Applicants have developed the proposed Claims Procedure with input from their counsel, the Monitor and the Monitor’s counsel;
7. the Applicants also rely on:
 - (a) the provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court; and
 - (b) such further and other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING
OF THE MOTION:**

8. the Affidavit of Trevor Henry sworn January 28, 2020;
9. the Fourth Report of the Monitor, to be filed; and
10. such further and other materials and evidence as counsel may advise and this Honourable Court may permit.

January 28, 2020

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TO: SERVICE LIST

Schedule “A”

SERVICE LIST

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(as at January 28, 2020)**

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

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Proceedings commenced at Toronto

NOTICE OF MOTION

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TAB 2

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Applicants

**AFFIDAVIT OF TREVOR HENRY
(Sworn January 28, 2020)**

**I, TREVOR HENRY, of the Municipality of Chatham-Kent, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:**

I. INTRODUCTION

1. I am the Chief Executive Officer of AgMedica Bioscience Inc. ("AgMedica"). As AgMedica's CEO, my primary responsibilities include managing the overall operations and resources of the company, making major corporate decisions, and acting as the main point of contact between the board of directors and the corporate operations team.

2. As such, I have knowledge of the matters hereinafter deposed to, save where I have obtained information from others. Where I have obtained information from others, I have stated the source of that information and believe it to be true.

3. This affidavit is sworn in support of a motion for an Order (the “**Claims Procedure Order**”) establishing a claims procedure for the identification, quantification, and resolution of claims against the Applicants and claims against the Directors and Officers of the Applicants (the “**Claims Procedure**”).

II. BACKGROUND

4. AgMedica, the primary Applicant, is a licensed producer of cannabis in accordance with the *Cannabis Act* and the *Cannabis Regulations*. The principal activities of AgMedica are the production, distribution, and sale of dried cannabis flower, pre-rolled cannabis joints, cannabis softgel capsules, and cannabis oil.

5. On December 2, 2019, the Applicants were granted an Initial Order (as amended or restated from time to time, the “**Initial Order**”) under the *Companies’ Creditors Arrangement Act* (the “**CCAA**” and the “**CCAA Proceedings**”) before the Ontario Superior Court of Justice (the “**Court**”). Pursuant to the Initial Order, Ernst & Young Inc. was appointed as Monitor of the Applicants (in such capacity, the “**Monitor**”).

6. On January 3, 2020, the Court approved a sales and investment solicitation process, pursuant to which the Applicants will solicit interest in and opportunities for a sale of or investment in all or part of the Applicants’ assets and business operations (the “**SISP**”). Since the approval of the SISP, the Applicants have worked in good faith to implement the SISP in accordance with the terms of such Order.



III. NEED FOR A CLAIMS PROCEDURE

7. Any capitalized terms not herein defined are as defined in the proposed Claims Procedure Order.

8. The Applicants are seeking Court approval of the Claims Procedure to ascertain Claims (as defined below) that exist against both the Applicants and all of the current and former directors and officers of the Applicants (the “**Directors and Officers**”) in order to assess what impact such Claims may have with respect to a restructuring and a plan of compromise and arrangement. This will allow the Applicants to move forward with their restructuring efforts on a timely basis for the benefit of their stakeholders generally.

9. The Applicants have developed the proposed Claims Procedure with input from their counsel, the Monitor and counsel to the Monitor.

10. The Initial Order creates a charge in favour of the Applicants’ Directors and Officers (the “**Directors’ Charge**”) in the amount of up to \$900,000 for obligations and liabilities incurred after the commencement of the CCAA Proceedings. It is necessary to understand the scope and nature of any potential claims against the Directors and Officers in order to be able to identify and address any claims that may be secured by the Directors’ Charge and to discharge the Directors’ Charge in connection with any plan or sale. Therefore, the Applicants are seeking to solicit any such Claims now.

IV. PROPOSED CLAIMS PROCEDURE

11. The Claims Procedure is intended to identify potential claims against (a) the Applicants and (b) all of the Directors and Officers, with limited exceptions as defined in the proposed Claims



Procedure Order, for the purposes of voting at a meeting of creditors and, if applicable, for distribution purposes.

12. The Claims Procedure has been designed to be comprehensive so that the Applicants, the Monitor and the Court can obtain a clear picture of the universe of claims that the Applicants may have to address in the context of their restructuring.

Claims and Excluded Claims

13. The proposed Claims Procedure contemplates the identification and final determination of all “Claims”, which include the following (collectively, the “**Claims**”):

(a) Any right of claim of any Person against any of the Applicants, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever in existence at the time of the Initial Order, and any interest accrued thereon or costs payable in respect thereof, including by reason of the commission of a tort (intentional or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise), and whether or not such indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against any of the Applicants with respect to any matter, action,



cause or chose in action, but subject to any counterclaim, set-off or right of compensation in favour of the Applicants which may exist, whether existing at present or commenced in the future, which indebtedness, liability or obligation (A) is based in whole or in part on facts that existed prior to the Filing Date, (B) relates to a time period prior to the Filing Date, or (C) is a right or claim of any kind that would be a claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date, including for greater certainty any claim against any of the Applicants for indemnification by any Directors or Officers in respect of a D&O Claim (but excluding any such claim for indemnification that is covered by the Directors' Charge (as defined in the Initial Order)) (each, a **"Pre-Filing Claim"**);

(b) Any right of claim of any Person against any of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any such Applicant to such Person arising out of the restructuring, disclaimer, repudiation, resiliation, termination or breach by such Applicant on or after the Filing Date of any contract, lease, other agreement or obligation whether written or oral (each, a **"Restructuring Claim"**); and

(c) Any right or claim of any Person against one or more of the Directors or Officers of one or more of the Applicants or any of them, howsoever arising whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any Assessments and any right or ability of any Person to advance a claim for contribution, indemnity or



otherwise against any of the Directors and/or Officers with respect to any matter, action, cause or chose in action, however arising and whether:

(i) (A) based in whole or in part on facts that existed prior to the Filing Date, (B) relating to a time period prior to the Filing Date, or (C) is a right or claim of any kind that would be a claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date (a “**D&O Pre-Filing Claim**”); or

(ii) based on facts that arose in connection with the restructuring, disclaimer, resiliation, termination or breach by such Applicant on or after the Filing Date of any contract, lease, other agreement or obligation, whether written or oral (a “**D&O Restructuring Claim**”),

in each case for which the Directors or Officers are alleged to be, by statute or otherwise by law or equity, liable to pay in their capacity as Directors or Officers (each, a “**D&O Claim**”)

14. The following Claims are excluded from the Claims Procedure: (a) Claims secured by any of the Charges (as defined in the Initial Order); and (b) any Claim that cannot be compromised due to the provisions of subsections 5.1(2) and 19(2) of the CCAA.

Notices and Claims Bar Dates

15. The proposed Claims Procedure requires the Applicants to provide to the Monitor a list of Known Claimants based on the books and records of the Applicants. The Monitor, in turn, will be required to send a Claims Package to each of the Known Claimants by ordinary mail or electronic



mail to the last known address of the Known Claimant within ten Business Days of the date of the Claims Procedure Order. The Monitor will be required to send a Claims Package to each Claimant with a Restructuring Claim no later than five Business Days following the time the Monitor actually becomes aware of the existence of the Restructuring Claim.

16. The Monitor shall cause to be published, for at least one Business Day, a Notice to Claimants, substantially in the form attached as Schedule "A" to the proposed Claims Procedure Order included with the Motion Record, in *The Globe and Mail* (National Edition) and the Chatham Daily News, by no later than 5:00 p.m. on February 10, 2020.

17. The Notice to Claimants will advise of the Claims Procedure, call for Claims against the Applicants and the Directors and Officers, and advise of the proposed Pre-Filing Claims Bar Date and Restructuring Claims Bar Date.

18. In addition, the Monitor shall cause the Notice to Claimants, Claims Package and Claims Procedure Order to be posted on the Monitor's Website as soon as practicable and cause it to remain posted until the Monitor's discharge as Monitor of the Applicants.

19. Upon request by a Claimant for a Claims Package or documents or information relating to the Claims Procedure prior to the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, the Monitor shall forthwith send a Claims Package, direct such Person to the documents posted on the Monitor's Website, or otherwise respond to the request for information or documents as the Monitor considers appropriate in the circumstances.



20. The proposed Claims Procedure Order provides that any Person who does not file a Claim with the Monitor by 5:00 p.m. (Eastern Time) on March 16, 2020 (the “**Pre-Filing Claims Bar Date**”) or, in respect of Restructuring Claims, by the later of:

(a) 5:00 p.m. (Eastern Time) on March 16, 2020; and

(b) the date that is 30 days after the date the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with paragraph 19 of the proposed Claims Procedure Order (the “**Restructuring Claims Bar Date**”),

as applicable, will not be entitled to receive further notice with respect to the Claims Procedure or these proceedings, will not be permitted to vote at any Meeting on account of such Claim, will not be permitted to participate in any distribution under any Plan and shall be forever barred from asserting or enforcing such Claim against the Applicants and the Directors and Officers, if applicable, and the Applicants and the Directors and Officers, if applicable, shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants.

21. The Applicants believe that the Pre-Filing Claims Bar Date and the Restructuring Claims Bar Date are reasonable and provide a sufficient amount of time for Claimants to file Proofs of Claim.

Proving Claims

22. All Persons wishing to assert a Claim, other than the Excluded Claims, must deliver to the Monitor, on or before the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as

applicable, a Proof of Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in the proposed Claims Procedure Order.

23. All Claims asserted by a Person against an Applicant must be contained within a single Proof of Claim and, if the Claim is also being asserted against the Directors and Officers, such claim against those Directors and Officers shall be included in the same Proof of Claim.

24. The Applicants, in consultation with the Monitor, are authorized under the proposed Claims Procedure Order to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Claims are filed. Where they are satisfied that a Claim has been adequately proven, the Applicants and the Monitor may waive strict compliance with the requirements of the Claims Procedure Order as to the completion and execution of such forms.

Adjudication of Claims

25. Under the proposed Claims Procedure Order, the Monitor and the Applicants (and in the case of a D&O Claim, in consultation with counsel to the Directors and Officers and the respective Directors or Officers, if applicable) will review the Proofs of Claim filed in accordance with the proposed Claims Procedure Order, and at any time may:

- (a) request additional information from a Claimant;
- (b) request that a Claimant file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim or in respect of a Claim;



(d) accept (in whole or in part) the amount and/or Status of any Claim and notify the Claimant in writing; and

(e) revise or disallow (in whole or in part) the amount and/or Status of any Claim and notify the Claimant in writing.

26. Any Claimant who intends to dispute a Notice of Revision or Disallowance may, under the proposed Claims Procedure Order, dispute such revision or disallowance by delivering a Notice of Dispute in writing, with a copy to the Monitor, by 5:00 p.m. on the day that is not later than 14 days after such Claimant is deemed to have received the Notice of Revision or Disallowance in accordance with the provisions of the proposed Claims Procedure Order.

27. If a Claimant who receives notification of a revision or disallowance does not dispute the revision or disallowance by the deadline and in the manner set forth above, the Claim shall be deemed to be as set out in the Notice of Revision or Disallowance for voting and distribution purposes and the Claimant will be barred from disputing or appealing the same.

28. In recognition of the fact that the Applicants and the Monitor may not be able to resolve all Claims without adjudication, the proposed Claims Procedure provides that in the event that the Applicants, the Monitor, and counsel to the Directors and Officers, if applicable, are unable to resolve a dispute in respect of a Claim, the Applicants, the Monitor, and counsel to the Directors and Officers, if applicable, may refer the dispute to the Court for adjudication or, if considered appropriate by the Monitor at such time, to a claims officer to be appointed by the Court.



Other Key Provisions

29. If the holder of a Claim transfers or assigns the Claim to another Person, neither the Monitor nor the Applicants are obliged to give notice or deal with the transferee or assignee of such Claim until actual notice of the transfer or assignment, with evidence of the existence and validity of the assignment, has been received and acknowledged by the Applicants and the Monitor in writing.

V. CONCLUSION

30. This affidavit is sworn in support of the Applicants' motion for the Claims Procedure Order and for no improper purpose.

SWORN before me at the Municipality of Chatham-Kent, in the Province of Ontario, this 28th day of January 2020.


Commissioner for Taking Affidavits


TREVOR HENRY

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
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(COMMERCIAL LIST)**

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AFFIDAVIT OF TREVOR HENRY

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TAB 3

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MISTER	)	TUESDAY, THE 4TH
	)	
JUSTICE MCEWEN	)	DAY OF FEBRUARY, 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”)

CLAIMS PROCEDURE ORDER

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 approving a claims procedure for the identification, quantification, and resolution of Claims (as defined below) against, *inter alia*, (a) the Applicants, and (b) any or all of the Directors and Officers (as defined below) of the Applicants, in accordance with the Claims Procedure (as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Trevor Henry sworn January 28, 2020, and the Fourth Report of the Monitor dated January 1, 2020, and on hearing the submissions of counsel for the Applicants, the Monitor and all other counsel listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of [redacted] sworn January 1, 2020, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of this motion and the Fourth Report is validated such that this motion is properly returnable today and hereby dispenses with further service thereof.

CLAIMS PROCEDURE

2. **THIS COURT ORDERS** that, for the purposes of this Claims Procedure Order establishing a procedure for the submission of Claims against the Applicants and the Directors and Officers, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“Assessments”** means Claims of Her Majesty the Queen in Right of Canada or of any Province or Territory or Municipality or any other taxation authority in any Canadian or foreign jurisdiction, including, without limitation, amounts which may arise or have arisen under any notice of assessment, notice of objection, notice of reassessment, notice of appeal, audit, investigation, demand or similar request from any taxation authority;
- (b) **“Business Day”** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (c) **“CCAA Proceedings”** means the within proceedings in respect of the Applicants under the CCAA;
- (d) **“Charges”** has the meaning given to that term in the Initial Order, as amended and restated;
- (e) **“Claim”** means:
 - (i) Any right of claim of any Person against any of the Applicants, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever in existence at the time of the Initial Order, and any interest accrued thereon or costs payable in respect thereof,

including by reason of the commission of a tort (intentional or unintentional), by reason of any breach of contract or other agreement (oral or written), by reason of any breach of duty (including any legal, statutory, equitable or fiduciary duty) or by reason of any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive, or otherwise), and whether or not such indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise against any of the Applicants with respect to any matter, action, cause or chose in action, but subject to any counterclaim, set-off or right of compensation in favour of the Applicants which may exist, whether existing at present or commenced in the future, which indebtedness, liability or obligation (A) is based in whole or in part on facts that existed prior to the Filing Date, (B) relates to a time period prior to the Filing Date, or (C) is a right or claim of any kind that would be claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date, including for greater certainty any claim against any of the Applicants for indemnification by any Directors or Officers in respect of a D&O Pre-Filing Claim (but excluding any such claim for indemnification that is covered by the Directors' Charge (as defined in the Initial Order)) (each, a “**Pre-Filing Claim**”);

- (ii) Any right of claim of any Person against any of the Applicants in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any such Applicant to such Person arising out of the restructuring, disclaimer, repudiation, resiliation, termination or breach by such Applicant on or after the Filing Date of any contract, lease, other

agreement or obligation whether written or oral, including for greater certainty any claim against any of the Applicants for indemnification by any Directors or Officers in respect of a D&O Restructuring Claim (but excluding any such claim for indemnification that is covered by the Directors' Charge) (each, a "**Restructuring Claim**"); and

- (iii) Any right or claim of any Person against one or more of the Directors or Officers of one or more of the Applicants or any of them, howsoever arising whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any Assessments and any right or ability of any Person to advance a claim for contribution, indemnity or otherwise against any of the Directors and/or Officers with respect to any matter, action, cause or chose in action, however arising and whether:
 - (1) (A) based in whole or in part on facts that existed prior to the Filing Date, (B) relating to a time period prior to the Filing Date, or (C) it is a right or claim of any kind that would be a claim provable in bankruptcy within the meaning of the BIA had the Applicant become bankrupt on the Filing Date (a "**D&O Pre-Filing Claim**"); or
 - (2) based on facts that arose in connection with the restructuring, disclaimer, resiliation, termination or breach by such Applicant on or after the Filing Date of any contract, lease, other agreement or obligation, whether written or oral (a "**D&O Restructuring Claim**"),

in each case for which the Directors or Officers are alleged to be, by statute or otherwise by law or equity, liable to pay in their capacity as Directors or Officers (each, a “**D&O Claim**”);

provided, however, that in any case “Claim” shall not include an Excluded Claim;

- (f) “**Claimant**” means any Person asserting a Claim and includes the transferee or assignee of a Claim recognized in accordance with paragraphs 36 and 37 hereof or a trustee, executor, liquidator, receiver, receiver and manager, or other Person acting on behalf of or through such Person;
- (g) “**Claims Package**” means the Proof of Claim form, the Notice to Claimants, the Instruction Letter, and any other documentation the Applicants, in consultation with the Monitor, may deem appropriate;
- (h) “**Claims Procedure**” means the procedures outlined in this Claims Procedure Order, including the Schedules hereto;
- (i) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (j) “**Directors**” means the directors and former directors of each of the Applicants or any Person who is or was or may be deemed to be or have been, whether by statute, operation of law or otherwise, a director or *de facto* director of any of the Applicants and “**Director**” means any one of them;
- (k) “**Equity Claim**” has the meaning set forth in Section 2(1) of the CCAA;
- (l) “**Excluded Claim**” means:
 - (i) any claim secured by any of the Charges; and
 - (ii) any claim that cannot be compromised due to the provisions of subsection 5.1(2) and 19(2) of the CCAA;
- (m) “**Filing Date**” means December 2, 2019;

- (n) “**Initial Order**” means the Initial Order of the Honourable Justice Hainey made December 2, 2019 in these CCAA Proceedings, as amended, restated or varied from time to time;
- (o) “**Instruction Letter**” means the instruction letter to Claimants, substantially in the form attached as Schedule “**B**” hereto, regarding the completion of a Proof of Claim by a Claimant and the claims procedure described herein;
- (p) “**Laws**” means any and all applicable laws including all statutes, codes, ordinances, decrees, rules, regulations, municipal by-laws, judicial or arbitral or administrative or ministerial or departmental or regulatory judgments, orders, decisions, rulings or awards, policies, guidelines and general principles of common and civil law and equity, binding on or affecting the Person referred to in the context in which the word is used;
- (q) “**Meeting**” means a meeting of the creditors of the Applicants called for the purpose of considering and voting in respect of a Plan;
- (r) “**Monitor**” means Ernst & Young Inc., in its capacity as the Court-appointed Monitor of the Applicants;
- (s) “**Monitor’s Website**” means <<http://www.ey.com/ca/agmedica>>;
- (t) “**Notice to Claimants**” means the notice for publication by the Monitor as described in paragraph 15 hereof, in the form attached as Schedule “**A**”;
- (u) “**Notice of Dispute**” means the notice referred to in paragraph 30 hereof substantially in the form attached as Schedule “**E**” hereto which must be delivered to the Monitor by any Claimant wishing to dispute a Notice of Revision or Disallowance, with reasons for its dispute;
- (v) “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 29 hereof, substantially in the form of Schedule “**D**” advising a Claimant that the Applicants, with the consent of the Monitor, have revised or rejected all or part of such Claimant’s Claim as set out in its Proof of Claim;

- (w) “**Officers**” means anyone who is or was or may be deemed to be or have been, whether by statute, operation of law or otherwise, an officer or *de facto* officer of any of the Applicants, in such capacity and “**Officer**” means any one of them;
- (x) “**Orders**” means any and all orders issued by the Court within the CCAA Proceeding, including the Initial Order;
- (y) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (z) “**Plan**” means a plan of compromise or arrangement contemplated by the Initial Order;
- (aa) “**Pre-Filing Claims Bar Date**” means 5:00 p.m. (Eastern Time) on March 16, 2020;
- (bb) “**Proof of Claim**” means the Proof of Claim referred to in paragraphs 20 to 22 hereof to be filed by Claimants, substantially in the form attached hereto as Schedule “C”;
- (cc) “**Proven Claim**” means the amount and Status of a Claim of a Claimant as finally determined in accordance with this order;
- (dd) “**Restructuring Claims Bar Date**” means the later of:
 - (i) the Pre-Filing Claims Bar Date; and
 - (ii) 5:00 p.m. (Eastern Time) on the day which is thirty (30) days after the Monitor sends a Claims Package with respect to a Restructuring Claim in accordance with paragraph 18 of the Claims Procedure Order.

- (ee) “**Secured Claim**” means that portion of a Claim that is (i) secured by security validly charging or encumbering property or assets of the Applicants (including statutory and possessory liens that create security interests) up to the value of such collateral, and (ii) duly and properly perfected in accordance with the relevant legislation in the appropriate jurisdiction as of the Filing Date; and
- (ff) “**Status**” means, with respect to a Claim, whether such claim is an unsecured Claim, Secured Claim, or Equity Claim.

3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.

4. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”.

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that the Applicants, in consultation with the Monitor, are hereby authorized (i) to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Claims Procedure Order as to completion and execution of such forms, and (ii) to request any further documentation from a Claimant that the Applicants or the Monitor may reasonably require in order to determine the validity and/or Status of a Claim.

7. **THIS COURT ORDERS** that all Claims filed shall be denominated in the original currency of the Claim. Where no currency is indicated, the Claim shall be presumed to be in Canadian Dollars. Any Claims denominated in a foreign currency shall be converted to Canadian Dollars at the Bank of Canada noon spot rate in effect on the Filing Date.

8. **THIS COURT ORDERS** that notwithstanding any other provisions of this Order, the solicitation by the Monitor of Proofs of Claims, the delivery by the Monitor of Notices of Revision or Disallowance, and the filing by any Claimant of a Proof of Claim shall not, for that reason only, grant any Person any rights, including without limitation, in respect of the nature, quantum and Status of its Claims or its standing in the CCAA Proceedings, except as specifically set out in this Order.

9. **THIS COURT ORDERS** that amounts claimed in Assessments shall be subject to this Order and there shall be no presumption of validity or deeming of the amount due in respect of the Claim set out in any Assessment.

MONITOR'S ROLE

10. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the administration of the Claims Procedure, including the determination of Claims of the Claimants and the referral of a particular Claim to the Court, as requested by the Applicants from time to time, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Claims Procedure Order or incidental thereto.

11. **THIS COURT ORDERS** that (i) in carrying out the terms of this Claims Procedure Order, the Monitor shall have all of the protections given it by the CCAA, the Initial Order, and this Claims Procedure Order, and as an officer of this Court, including the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Claims Procedure Order, except to the extent that the Monitor has acted with gross negligence or willful misconduct, (iii) the Monitor shall be entitled to rely on the books and records of the Applicants and any information provided by the Applicants, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information or in any information provided by any Claimant, except to the extent that the Monitor has acted with gross negligence or willful misconduct.

NOTICE TO CLAIMANTS

12. **THIS COURT ORDERS** that the Applicants shall provide to the Monitor a complete list of known potential Claimants, listed in the books and records of the Applicants (the “**Known Claimants**” and each a “**Known Claimant**”) as at the date of this Order, showing for each Known Claimant, their name, address and amount owed pursuant to the Applicants’ books and records.

13. **THIS COURT ORDERS** that the Monitor shall send a Claims Package to each Known Claimant and to each party that appears on the Service List or who has requested a Claims Package, by ordinary mail or electronic mail to the last known address of the Known Claimant or the address as listed on the Service List, as applicable, within ten (10) Business Days following the issuance of the Claims Procedure Order.

14. **THIS COURT ORDERS** that the Monitor shall send the Claims Package to each Claimant with a Restructuring Claim that arose prior to the date of the Claims Procedure Order as soon as practicable.

15. **THIS COURT ORDERS** that as soon as practicable, but no later than 5:00 p.m. on February 10, 2020, the Monitor shall cause the Notice to Claimants to be published, for at least one (1) Business Day, in (i) the Globe and Mail (National Edition), and (ii) the Chatham Daily News, and the Applicants shall cause the Notice to Claimants to be published on Canadian Newswire.

16. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Claimants, the Claims Package and the Claims Procedure Order to be posted to the Monitor’s Website as soon as reasonably possible and cause it to remain posted thereon until its discharge as Monitor of the Applicants.

17. **THIS COURT ORDERS** that upon request by a Claimant for a Claims Package or documents or information relating to the Claims Procedure prior to the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, the Monitor shall forthwith send a Claims Package, direct such Person to the documents posted on the Monitor’s Website, or otherwise

respond to the request for information or documents as the Monitor considers appropriate in the circumstances.

18. **THIS COURT ORDERS** that with respect to Restructuring Claims arising from the restructuring, disclaimer, resiliation, termination or breach of any lease, contracts, or other agreement or obligation, on or after the date of the Claims Procedure Order, the Monitor shall send to the counterparty(ies) to such lease, contract or other agreement or obligation a Claims Package no later than five (5) Business Days following the time the Monitor actually becomes aware of the effective date of such restructuring, disclaimer, resiliation, termination or breach of any lease, contract or other agreement or obligation.

19. **THIS COURT ORDERS** that the form and substance of each of the Notice to Claimants, Proof of Claim form, Instruction Letter, Notice of Revision or Disallowance and Notice of Dispute, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may, from time to time, make such minor changes to such forms as the Monitor, in consultation with the Applicants, considers necessary or desirable.

PROOFS OF CLAIMS

20. **THIS COURT ORDERS** that any Person that wishes to assert a Pre-Filing Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

21. **THIS COURT ORDERS** that any Person that wishes to assert a Restructuring Claim must deliver to the Monitor on or before the Restructuring Claims Bar Date a completed Proof of Claim form, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order.

22. **THIS COURT ORDERS** that any Person that wishes to assert a D&O Claim (including, for greater certainty a D&O Pre-Filing Claim and D&O Restructuring Claim) must deliver to the Monitor on or before the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, a completed Proof of Claim form, together with all relevant supporting documentation in respect of such D&O Claim, in the manner set out in this Claims Procedure

Order. The Monitor shall deliver a list of the Proof of Claims received with respect to the D&O Claims and a copy of each such Proof of Claim to counsel to the Directors and Officers.

23. **THIS COURT ORDERS** that any Person wishing to assert a Claim shall include any and all Claims it asserts against an Applicant or a Director or Officer of that Applicant in a single Proof of Claim.

24. **THIS COURT ORDERS** that any Person who does not file a Proof of Claim in accordance with this Claims Procedure Order with the Monitor by the Pre-Filing Claims Bar Date or Restructuring Claims Bar Date, as applicable, shall:

- (a) not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in, the Claims Procedure or the CCAA Proceedings in respect of such Claim;
- (b) with respect to a Pre-Filing Claim or a Restructuring Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Applicants and the Applicants shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants or the Monitor;
- (c) with respect to a D&O Claim, be forever barred, estopped and enjoined from asserting or enforcing such Claim against any of the Directors and Officers and the Directors and Officers shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Applicants, the Monitor or the Directors or Officers;
- (d) not be permitted to vote at any Meeting on account of such Claim; and
- (e) not be permitted to participate in any distribution under any Plan related to such Claim or under these CCAA Proceedings.

ADJUDICATION OF CLAIMS

25. **THIS COURT ORDERS** that the Monitor and the Applicants (and in the case of a D&O Claim, in consultation with counsel to the Directors and Officers and the respective Directors or Officers, if applicable) shall review all Proofs of Claim filed in accordance with this Claims Procedure Order, and at any time may:

- (a) request additional information from a Claimant;
- (b) request that a Claimant file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim or in respect of a Claim;
- (d) accept (in whole or in part), the amount and/or Status of any Claim and so notify the Claimant in writing; and
- (e) revise or disallow (in whole or in part) the amount and/or Status of any Claim and so notify the Claimant in writing.

26. **THIS COURT ORDERS** that the Monitor shall not accept or revise any portion of a D&O Claim absent consent of the applicable Directors and Officers or further Order of the Court.

27. **THIS COURT ORDERS** that the Monitor and the Applicants shall consult with counsel to the Directors and Officers in respect of the review of all Proofs of Claim filed in respect of D&O Claims. If a D&O Claim is accepted in accordance with this Claims Procedure Order, the Applicants, the Monitor and counsel to the Directors and Officers shall determine the extent to which the D&O Claims are covered under the Directors' insurance policy and, if covered, the extent, if any, that coverage is sufficient to pay the amount set out in the relevant D&O Claim.

28. **THIS COURT ORDERS** that where a Claim has been accepted by the Monitor in accordance with this Order, such Claim shall constitute such Claimant's Proven Claim. The acceptance of any Claim or other determination of same in accordance with this Order, in full or in part, shall not constitute an admission of any fact, thing, liability, or quantum or status of any claim by any Person, save and except in the context of the CCAA Proceedings.

29. **THIS COURT ORDERS** that where a Claim is revised or disallowed (in whole or in part, and whether as to amount and/or Status), the Monitor shall deliver by registered mail to the last known address of the Claimant a Notice of Revision or Disallowance, attaching the form of Dispute Notice.

30. **THIS COURT ORDERS** that any Person who intends to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 29 hereof shall deliver a Notice of Dispute to the Applicants in writing, with a copy to the Monitor, by 5:00 p.m. (Eastern Time) on the day that is not later than fourteen (14) days after such Claimant received the Notice of Revision or Disallowance or such longer period as may be agreed to by the Monitor in writing. The receipt of a Dispute Notice by the Monitor within the fourteen (14) day period specific in this paragraph shall constitute an application to have the amount and/or Status of such claim determined pursuant to the Claims Process as provided in this Order.

31. **THIS COURT ORDERS** that if any Person who received a Notice of Revision or Disallowance does not return a Notice of Dispute in accordance with paragraph 30 of this Claims Procedure Order, the value and Status of such Claim shall be deemed to be set out in the Notice of Revision or Disallowance for voting and distribution purposes, and the Claimant will be barred from disputing or appealing same, and the balance of such Claimant's Claim, if any, shall be forever barred and extinguished.

32. **THIS COURT ORDERS** that the Applicants and the Monitor (and in the case of a D&O Claim, with counsel to the Directors and Officers and the respective Directors or Officers, if applicable), may attempt to consensually resolve the amount and/or Status of any Pre-Filing Claim, Restructuring Claim, and/or D&O Claim as set out in the Notice of Dispute. Notices of Dispute not consensually resolved through the dispute and review process may be accepted by the Applicants and the Monitor for voting purposes only on any Plan filed by the Applicants; provided, however, that no D&O Claim shall be resolved by the Applicants or the Monitor without the consent of the applicable Director or Officer.

33. **THIS COURT ORDERS** that in the event that the Applicants and the Monitor are unable to resolve a dispute with a Claimant regarding any Pre-Filing Claim or Restructuring

Claim, such Claim shall be adjudicated by the Court or by a claims officer to be appointed by the Court if considered appropriate by the Monitor at that time.

34. **THIS COURT ORDERS** that in the event that the Applicants, with the assistance of the Monitor (and in consultation with the applicable Director or Officer and their respective counsel, if applicable), are unable to resolve a dispute with a Claimant regarding any D&O Claim, such D&O Claim shall be adjudicated by the Court or by a claims officer to be appointed by the Court if considered appropriate by the Monitor at that time.

EXCLUDED CLAIMS

35. **THIS COURT ORDERS** that, for greater certainty, no Person holding an Excluded Claim shall be required to file a Proof of Claim in respect of such Excluded Claim, and such Person shall be unaffected by this Order in respect of such Excluded Claim.

NOTICE OF TRANSFER OR ASSIGNMENT

36. **THIS COURT ORDERS** that neither the Monitor nor the Applicants shall be obligated to give notice or otherwise deal with the transferee or assignee of a Claim unless and until actual notice of the transfer or assignment, together with satisfactory evidence of the existence and validity of such transfer or assignment, shall have been received and acknowledged by the Applicants and the Monitor in writing. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the "Claimant" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Claims Procedure Order prior to the receipt and acknowledgment by the Applicants and the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any right of set-off to which the Applicants may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to any of the Applicants.

37. **THIS COURT ORDERS** that if a Claimant or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Applicants and the Monitor as the

holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Applicants and the Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Claimant may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Claimant or in accordance with the provisions of this Order.

SERVICE AND NOTICES

38. **THIS COURT ORDERS** that the forms of notice and Claims Package to be provided and sent in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order, the Pre-Filing Claims Bar Date and Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

39. **THIS COURT ORDERS** that the Applicants and the Monitor may, unless otherwise specified by this Claims Procedure Order, serve and deliver the Claims Package, and any letters, notices or other documents to the Claimants or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery or email to such Persons at the physical or electronic address, as applicable, last shown on the books and records of the Applicants or set out in such Claimant's Proof of Claim. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if

delivered by email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

40. **THIS COURT ORDERS** that any notice or communication required to be provided or delivered to the Monitor or the Applicants under this Claims Procedure Order shall be in writing in substantially the form, if any, provided for in this Claims Procedure Order and will be sufficiently given only if delivered by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email addressed to:

41. If to the Applicants:

AgMedica Bioscience Inc.

c/o Thornton Grout Finnigan LLP
Suite 3200, 100 Wellington Street West
P.O. Box 329, Toronto-Dominion Centre,
Toronto, Ontario M5K 1K7

Attention: Rebecca Kennedy, Owen Gaffney and Adam Driedger

Fax: (416) 304.1313

Email: rkennedy@tgf.ca, ogaffney@tgf.ca, and adriedger@tgf.ca

If to the Monitor:

Ernst & Young Inc.
Court-appointed Monitor of the Applicants
100 Adelaide Street West, PO Box 1
Toronto, Ontario M5H 0B3

Attention: Karen Fung

Fax: (416) 943-3300

Phone: (416) 941-1872

Email: AgMedica.Monitor@ca.ey.com

With a copy to:

McCarthy Tetrault LLP
Suite 5300, 66 Wellington Street West
Toronto, Ontario M5K 1E6

Attention: James D. Gage and Trevor Courtis

Fax: (416) 868-0673

Email: jgage@mccarthy.ca and tcourtis@mccarthy.ca

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt by the Applicants or Monitor, as applicable, thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

42. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Claims Procedure Order, a postal strike or postal work stoppage of general application should occur, such notices, notifications or other communications sent by ordinary or registered mail and then not received shall not, absent further Order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this Claims Procedure Order.

43. **THIS COURT ORDERS** that in the event that this Claims Procedure Order is later amended by further Order of the Court, the Monitor shall post such further Order on the Monitor's Website, and such posting shall constitute adequate notice to Claimant of such amended claims procedure.

DIRECTIONS

44. **THIS COURT ORDERS** that notwithstanding the terms of this Claims Procedure Order, the Monitor and the Applicants may apply to this Court from time to time for directions from this Court with respect to this Claims Procedure Order, or for such further Order or Orders as any of them may consider necessary or desirable to amend, supplement or clarify the terms of this Claims Procedure Order.

MISCELLANEOUS

45. **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.

46. **THIS COURT ORDERS** that nothing in this Order shall prejudice the rights and remedies of any Directors or Officers to the Charges or any applicable insurance policy or prevent or bar any Person from seeking recourse against or payment from the Applicants' insurance or any Director's or Officer's liability insurance policy or policies that exist to protect or indemnify the Directors or Officers whether such recourse or payment is sought directly by the Person asserting a Claim from the insurer or derivatively through the Director or Officer or any Applicant; provided, however, that nothing in this Order shall create any rights in favour of such Person under any policies of insurance nor shall anything in this Order limit, remove, modify or alter any defence to such Claim available to the insurer pursuant to the provisions of any insurance policy or at law; and further provided that any Claim or portion thereof for which the Person receives payment directly from, or confirmation that he or she is covered by, the Applicants' insurance or any Director's or Officer's liability insurance or other liability insurance policy or policies that exist to protect or indemnify the Directors or Officers shall not be recoverable as against an Applicant or Director or Officer as applicable.

47. **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, or abroad, 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.

48. **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.

SCHEDULE “A”
NOTICE TO CLAIMANTS

NOTICE TO CREDITORS 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. (hereinafter referred to as the "Applicants") OR THEIR FORMER AND CURRENT DIRECTORS (hereinafter referred to as the "Directors")

NOTICE OF CLAIMS PROCESS FOR THE APPLICANTS PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")

This notice is being published pursuant to the Order of the Honourable Justice McEwen of the Ontario Superior Court of Justice dated February 4, 2020 (the "**Claims Process Order**").

Any person having a claim against an Applicant arising prior to December 2, 2019 (the "**Filing Date**") should send a Proof of Claim to Ernst & Young Inc., in its capacity as the court-appointed Monitor of the Applicants, to be received **by no later than 5:00 p.m. (Daylight/Eastern Time) on March 16, 2020** (the "**Claims Bar Date**").

Proofs of Claim for claims arising after the Filing Date as a result of a disclaimer or repudiation after the Filing Date of any contract, lease, employment agreement or other arrangement or agreements of any nature whatsoever, whether oral or written, and any amending agreement related thereto, must be received **by the later of: (a) the Claims Bar Date, and (b) 5:00 p.m. (Daylight/Eastern Time) on the day which is 30 days after the date the Monitor sends a Claims Package with respect to the applicable repudiation or disclaimer.**

A separate Proof of Claim must be filed for each claim against each of the Applicants.

Creditors who have not received a Proof of Claim form, should contact Ernst & Young Inc., the court-appointed Monitor of the Applicants, by telephone at 1-866-220-2247 or 416-941-1872 fax at (416) 943-3300 or email at AgMedica.Monitor@ca.ey.com to obtain a Proof of Claim form or visit the Monitor's website at www.ey.com/ca/agmedica.

PROOFS OF CLAIM WHICH ARE NOT RECEIVED BY THE APPLICABLE BAR DATES SPECIFIED HEREIN WILL BE BARRED AND EXTINGUISHED FOREVER.

SCHEDULE “B”
INSTRUCTION LETTER

GUIDE TO COMPLETING THE PROOF OF CLAIM

This Guide has been prepared to assist Creditors in filling out the *Proof of Claim* with respect to the Applicants. If you have any additional questions regarding completion of the *Proof of Claim*, please consult the Monitor's website at www.ey.com/ca/agmedica or contact the Monitor, whose contact information is shown below.

Additional copies of the *Proof of Claim* form may be found at the Monitor's website address noted above.

Please note that this is a guide only, and that, in the event of any inconsistency between the terms of this guide and the terms of the Claims Procedure Order made on February 4, 2020, the terms of the Claims Procedure Order will govern.

Section A – Original Creditor

- A separate *Proof of Claim* form must be filed by each person asserting a claim against any Applicant listed in Section C.
- The Creditor shall include any and all Claims it asserts against any Applicant in a single Proof of Claim.
- The full legal name of the Creditor must be provided.
- If the Creditor uses a different name or names, please indicate this in a separate schedule in the supporting documentation.
- All future correspondence, notices, etc. regarding the Claim will be directed to the address and contact indicated in this section.

The following is a list of Applicant companies against whom a claim may be asserted in this claims process. Indicate on the form the name of the Applicant by ticking the appropriate box(es):

- 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.

Section B – Assignee

- Only complete this section if the claim has been assigned by the Original Creditor to a third party.
- Assignment documentation must be provided along with the *Proof of Claim* form

Section C – Amount of Claim of Creditor against Applicant

- Indicate the amount the Applicant / Officer(s) or Director(s) was, and still is, indebted to the Creditor

Currency, Original Currency Amount

- The amount of the Claim must be provided in the currency in which it arose.
- Indicate the appropriate currency in the Currency column.
- If the Claim is denominated in multiple currencies, use a separate line to indicate the Claim amount in each such currency. If there are insufficient lines to record these amounts, attach a separate schedule indicating the required information.
- You will only have a restructuring claim if you incurred a liability because of the restructuring, termination, repudiation or disclaimer of any lease, contract, or other agreement on or after December 2, 2019.

Section D – Nature of Claim

- The total claim amount as indicated in section D should be separated into the portion that is unsecured and secured.

Secured

- Check the Secured box ONLY if the Claim recorded on that line is secured. Do not check this box if your Claim is unsecured. **NOTE:** Most Claims in general are unsecured claims.
- If the value of the collateral securing your Claim is less than the amount of your Claim, enter the shortfall portion on a separate line as an unsecured claim
- Evidence supporting the security you hold must be submitted with the Proof of Claim form. Provide full particulars of the nature of the security, including the date on which the security was given and the value you attribute to the collateral securing your Claim. Attach a copy of all related security documents.

Officers and Directors

- Check this box only if the Claim you are making is also being asserted against a current or former officer or director of the Applicant.
- You must identify the individual officer(s) or director(s) against whom you are asserting the Claim in Section C.

Section E – Documentation

- Attach to the claim form all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim and name of any guarantor which has guaranteed the Claim.

Section F – Filing of Claim

- The person signing the Proof of Claim form should
 - Have knowledge of all the circumstances connected with this Claim.
 - Be the Creditor, or an Authorized Representative of the Creditor.
- By signing and submitting the Proof of Claim, the Creditor is asserting the claim against the Applicant and / or the indicated officer(s) or director(s).
- This Proof of Claim **must be received** by the Monitor by no later than 4:00 p.m. (Eastern Standard Time) on March 16, 2020. Proofs of Claim should be sent by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to the following address:

Ernst & Young Inc.
Court-appointed Monitor of AgMedica Bioscience Inc. & others
100 Adelaide Street, West, PO Box 1
Toronto, ON, M5H 0B3

Telephone: 1-866-220-2247 or 416-941-1872
E-mail: AgMedica.Monitor@ca.ey.com
Fax: 1-416-943-3300

Failure to file your *Proof of Claim* so that it is received by the Monitor by 4:00 p.m. (Daylight Savings Time/Eastern Standard Time) on the Claims Bar Date of March 16, 2020 will result in your Claim being barred and you will be prevented from making or enforcing your Claim against the Applicant or any current or former officer or director of any of the Applicants. In addition, you shall not be entitled to further notice in and shall not be entitled to participate as a creditor in these proceedings with respect to your Claim.

SCHEDULE “C”
PROOF OF CLAIM FORM

**PROOF OF CLAIM RELATING TO 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. (hereinafter referred to as the "Applicants")
OR THEIR FORMER AND CURRENT DIRECTORS (hereinafter referred to as the
"Directors")**

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____
(the "**Creditor**"). (Full legal name should be the name of the Creditor of the Applicants or Directors as of December 2, 2019 (the "**Filing Date**"), notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred following that date.
2. Full Mailing Address of the Creditor (the Creditor as of December 2, 2019):

3. Telephone Number: _____
4. E-Mail Address: _____
5. Facsimile Number: _____
6. Attention (Contact Person): _____
7. Has the Claim been sold or assigned by the Creditor to another party [**check (✓) one**]?
Yes: ☐ No: ☐

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

8. Full Legal Name of Assignee(s):

(If Claim has been assigned, insert full legal name of assignee(s) of Claim (If all or a portion of the Claim has been sold). If there is more than one assignee, please attach a separate sheet with the required information.)

9. Full Mailing Address of Assignee(s):

10. Telephone Number of Assignee(s): _____

11. E-Mail Address: _____

12. Facsimile Number: _____

13. Attention (Contact Person): _____

C. PROOF OF CLAIM:

I, _____
[name of Creditor or Representative of the Creditor], of
_____ do hereby certify:
(city and province)

(a) that I [check (√) one]

☐ am a Director the Applicant indicated below and a Creditor; OR

☐ am _____ (state position or title) of

(name of creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) the Creditor asserts its claim against [check (√) one or both, as applicable]:

(i) _____[NAME OF APPLICANT] ☐

(ii) Director(s) of _____[NAME OF APPLICANT] ☐

(If you are making a claims against the Directors of an Applicant, please list the Director(s) against which you assert your claim); and

(d) The Applicant/Director(s) was/were and still is/are indebted to the Creditor as follows:

(i) CLAIM ARISING PRIOR TO December 2, 2019:
\$ _____[amount of claim] _____[Currency]

(ii) RESTRUCTURING CLAIM:

\$ _____ [amount of claim] _____ [Currency]

(Restructuring Claim against any Applicant or any Director arising out of the restructuring, termination, repudiation or disclaimer of any lease, contract, or other agreement on or after December 2, 2019)

(iii) TOTAL CLAIM: \$ _____ [total (i) plus (ii)]

D. NATURE OF CLAIM

(check (√) one and complete appropriate category)

☐ A. UNSECURED CLAIM OF \$ _____ (indicate amount and currency)

That in respect of this debt, I do not hold any security or claim any priority.

☐ B. SECURED CLAIM OR PRIORITY CLAIM OF _____ (indicate amount and currency)

That in respect of this debt, I hold security valued at \$ _____ (indicate amount and currency), or claim a priority over other unsecured or secured creditors in the amount of \$ _____ (indicate amount and currency), particulars of which are as follows:

(If a secured claim is being asserted, please give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents. If a priority claim is being asserted, please provide details as to the priority claim being asserted, and the basis for this priority claim.)

☐ C. CLAIM AGAINST THE DIRECTORS AND OFFICERS OF \$ _____ (indicate amount and currency)

E. PARTICULARS OF CLAIM:

Other than as already set out herein, the particulars of the undersigned's total Claim are attached.

(Provide all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by any Applicant or any Director to the Creditor and estimated value of such security, and particulars of any restructuring claim.)

This Proof of Claim must be received by the Monitor by no later than 5:00 p.m. (Eastern Standard/Daylight Time) on the applicable Claims Bar Date specified in the Order of the Ontario Superior Court of Justice dated February 4, 2020. The Claims Bar Date applicable to most claims is March 16, 2020. Proofs of Claim should be send by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to the following address:

Ernst & Young Inc.
Court-appointed Monitor of AgMedica Bioscience Inc. & others
100 Adelaide Street West, PO Box 1
Toronto, ON, M5H 0B3

Telephone: 1-866-220-2247 or 416-941-1872
E-mail: AgMedica.Monitor@ca.ey.com
Fax: 1-416-943-3300

F. FILING OF CLAIM

Failure to file your proof of claim as directed by 5:00 p.m., on the applicable Claims Bar Date will result in your claim being barred and in you being prevented from making or enforcing a Claim against the Applicants or any Director. In addition, you shall not be entitled to further notice in, and shall not be entitled to participate as a creditor in these proceedings.

Dated at _____ this _____ day of _____, 2020.

Signature of Creditor

SCHEDULE “D”

NOTICE OF REVISION OR DISALLOWANCE

**NOTICE OF REVISION OR DISALLOWANCE
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. (hereinafter referred to as the "Applicants") OR THEIR FORMER AND CURRENT
DIRECTORS (hereinafter referred to as the "Directors")**

Name of Claimant:

Reference #:

Pursuant to the order of the Honourable Justice McEwen dated February 4, 2020, Ernst & Young Inc. in its capacity as Monitor of the Applicants, hereby gives you notice that _____[Applicant] has reviewed your Proof of Claim and has revised or rejected your Claim as follows:

A) Your Pre-Filing Claim has been revised or rejected for:

- ☐ Voting Purposes
- ☐ Distribution Purposes

B) Your Restructuring Claim has been revised or rejected for:

- ☐ Voting Purposes
- ☐ Distribution Purposes

C) Revision or Disallowance:

Applicant/Partnership	Proof of Pre-Filing Claim or Restructuring Claim as Submitted (\$CDN)	Revised Pre-Filing Claim or Restructuring Claim as Accepted (\$CDN)	Secured (\$CDN)	Unsecured (\$CDN)

Reason for the Revision or Disallowance:

If you do not agree with this Notice of Revision or Disallowance please take notice of the following:

If you intend to dispute a Notice of Revision or Disallowance, you must, by 5:00 p.m. (Eastern Time) on the day which is fourteen (14) days after the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute, in the form attached hereto, by registered mail, personal service, e-mail (in PDF format), facsimile or courier to the address indicated herein. The form of Notice of Dispute is attached to this Notice.

If you do not deliver a Notice of Dispute in the time specified, the value of your Pre-Filing Claim or Restructuring Claim, as the case may be, shall be determined to be as set out in this Notice of Revision or Disallowance for voting and/or distribution purposes.

Address and numbers for service of Notices of Dispute:

**Ernst & Young Inc.,
Court-appointed Monitor of AgMedica Bioscience Inc. & others
100 Adelaide Street West, PO Box 1
Toronto, ON, M5H 0B3**

**Telephone: 1-866-220-2247 or 416-941-1872
E-mail: AgMedica.Monitor@ca.ey.com
Fax: 1-416-943-3300**

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

Dated at Toronto this [] day of [MONTH], 2020.

ERNST & YOUNG INC.

In its capacity as Court-Appointed Monitor 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.

Per: _____

Name: Karen Fung

SCHEDULE “E”

NOTICE OF DISPUTE

NOTICE OF DISPUTE 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. (hereinafter referred to as the "Applicants") OR THEIR FORMER AND CURRENT DIRECTORS (hereinafter referred to as the "Directors")

Pursuant to the order of the Honourable Justice McEwen dated February 4, 2020, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number [#] and dated [DATE] issued by Ernst & Young Inc. in its capacity as Monitor of the Applicants in respect of our Claim.

Name of Creditor:

Applicant	Reviewed Claim as Accepted (\$CDN)	Reviewed Claim as Disputed (\$CDN)	Secured (\$CDN)	Unsecured (\$CDN)

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Individual: _____

Date: _____

(Please print name): _____

Telephone Number: (____) _____ Facsimile Number: (____) _____

Email Address: _____

Full Mailing Address:

THIS FORM AND SUPPORTING DOCUMENTATION TO BE RETURNED BY REGISTERED MAIL, PERSONAL SERVICE, E-MAIL (IN PDF FORMAT), FACSIMILE OR COURIER TO THE ADDRESS INDICATED HEREIN AND TO BE RECEIVED BY 5:00 P.M. (EASTERN TIME) ON THE DAY WHICH IS FOURTEEN (14) DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE.

Address and numbers for service of Notices of Dispute:

**Ernst & Young Inc.,
Court-appointed Monitor of AgMedica Bioscience Inc. & others
100 Adelaide Street West, PO Box 1
Toronto, ON, M5H 0B3**

**Telephone: 1-866-220-2247 or 416-941-1872
E-mail: AgMedica.Monitor@ca.ey.com
Fax: 1-416-943-3300**

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

CLAIMS PROCEDURE ORDER

Thornton Grout Finnigan LLP
100 Wellington Street West
Suite 3200
TD West Tower, Toronto-Dominion Centre
Toronto, ON M5K 1K7

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Adam Driedger (LSO# 77296F)

Email: adriedger@tgf.ca

Tel: 416-304-1616

Fax: 416-304-1313

Lawyers for the Applicants

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

**MOTION RECORD
Returnable February 4, 2020**

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100 Wellington Street West
Suite 3200
TD West Tower, Toronto-Dominion Centre
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

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Lawyers for the Applicants