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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE	)	TUESDAY, THE 4th
	)	
JUSTICE KOEHNEN	)	DAY OF AUGUST, 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**")

MEETING 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, among other things: (i) accepting the filing of the Applicants' proposed Plan of Compromise and Arrangement dated July 29, 2020 (the "**Plan**") as attached as Exhibit "D" to the Affidavit of Trevor Henry dated July 29, 2020 (the "**Henry Affidavit**"); (ii) authorizing the Applicants to establish a single class (the "**Class**") of Affected Creditors for the purposes of considering and voting on the Plan pursuant to section 22 of the CCAA; (iii) authorizing and directing the Applicants to call, hold, and conduct a virtual meeting of the Affected Creditors (the "**Meeting**"), due to the COVID-19 pandemic, to consider and vote on a resolution to approve the Plan (the "**Resolution**"); (iv) approving the procedures to be followed in connection with the Meeting; and (v) setting the date for the hearing of the Applicants' motion seeking this Court's approval of the Plan in the event that the Plan is approved by the required majority of Affected Creditors at the Meeting (the "**Sanction Motion**"), was heard this day by Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Henry Affidavit and the Eighth Report of the Monitor dated July 31, 2020 and appendices thereto (the "**Eighth Report**"), and on hearing the submissions of counsel for the Applicants, counsel to the Monitor, 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 July 29, 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 Eighth Report be and is hereby abridged and validated, such that this motion is properly returnable today and hereby dispenses with further service thereof.

CAPITALIZED TERMS

2. **THIS COURT ORDERS** that all capitalized terms used in this Meeting Order and not expressly defined herein shall have the meanings ascribed to them in the Plan.

PLAN OF COMPROMISE OR ARRANGEMENT

3. **THIS COURT ORDERS** that the Plan is hereby accepted for filing, and the Applicants are hereby authorized to seek approval of the Plan from the Affected Creditors in the manner set forth herein.

4. **THIS COURT ORDERS** that the Applicants, with the consent of the Monitor, be and are hereby authorized to make and to file a modification or restatement of, or amendment or supplement to, the Plan (each, a "**Plan Modification**") prior to or at the Meeting, in which case any such Plan Modification shall, for all purposes, be and be deemed to form part of and be

incorporated into the Plan. The Applicants shall give notice of any such Plan Modification at the Meeting prior to the vote. The Applicants may provide notice of any Plan Modification at or before the Meeting by notice which shall be sufficient if, in the case of notice at the Meeting, given to those Affected Creditors present (or deemed present) at such meeting in person or by Proxy and, in the case of notice before the Meeting, provided to those Persons listed on the service list for this CCAA Proceeding (the "**Service List**"). The Monitor shall forthwith post on the Monitor's Website any such Plan Modification, with notice of such posting forthwith provided to the Service List.

5. **THIS COURT ORDERS** that after the Meeting (both prior to and after obtaining any Sanction Order), the Applicants may at any time and from time to time, with the consent of the Monitor, effect a Plan Modification: (a) pursuant to an Order of the Court; or (b) where such Plan Modification concerns a matter which, in the opinion of the Applicants and the Monitor, is of an administrative nature required to give better effect to the implementation of the Plan or the Sanction Order, or to cure any errors, omissions or ambiguities, and in either circumstance, is not materially adverse to the economic interests of the Affected Creditors. The Monitor shall forthwith post on the Monitor's Website any such Plan Modification, with notice of such posting forthwith provided to the Service List.

FORMS OF DOCUMENTS

6. **THIS COURT ORDERS** that the Notice of Meeting substantially in the form attached hereto as Schedule "A" (the "**Notice of Meeting**"), the Proxy substantially in the form attached hereto as Schedule "B" (the "**Proxy**"), the form of resolution substantially in the form attached hereto as Schedule "C" (the "**Resolution**"), the Election Notice substantially in the form attached hereto as Schedule "D" (the "**Election Notice**"), and the notice to be published in *The Globe and Mail* (National Edition) pursuant to paragraph 10 substantially in the form attached hereto as

Schedule "E" (the "**Newspaper Notice**") are each hereby approved and the Applicants, with the consent of the Monitor, are hereby authorized and directed to make such changes to such forms of documents as it considers necessary or desirable to conform the content thereof to the terms of the Plan or this Meeting Order.

CLASSIFICATION OF CREDITORS

7. **THIS COURT ORDERS** that for the purposes of considering and voting on the Plan, the Affected Creditors shall constitute a single class.

NOTICE OF MEETING

8. **THIS COURT ORDERS** that the Monitor shall cause to be sent by regular mail, courier, fax, or e-mail copies of the Notice of Meeting, the Proxy, the Resolution, the Plan, the Eighth Report, and the pre-registration form, including a personal meeting identification number or videoconference link (a "**PMIN**") to access the meeting electronically (collectively, the "**Meeting Materials**"), as soon as practicable after the granting of this Meeting Order and, in any event, no later than August 11, 2020, to each Affected Creditor that is a Known Claimant (as defined in the Claims Procedure Order) (each, a "**Known Affected Creditor**" and collectively, the "**Known Affected Creditors**") at their last known municipal or e-mail address in accordance with the Applicants' books and records.

9. **THIS COURT ORDERS** that the Monitor shall forthwith post an electronic copy of the Meeting Materials on the Monitor's Website, send a copy of the Meeting Materials to the Service List, and provide a hard copy to any Person upon request (in each case, without a PMIN).

10. **THIS COURT ORDERS** that on or before August 11, 2020, the Monitor shall cause the Newspaper Notice to be published once in the *The Globe and Mail* (National Edition). The

Newspaper Notice shall include a statement advising that any Affected Creditor wishing to attend the Meeting who has not received a PMIN should request access to the Meeting from the Monitor and complete any pre-registration form.

11. **THIS COURT ORDERS** that the delivery of the Meeting Materials in the manner set out in paragraph 8, the posting of the Meeting Materials on the Monitor's Website in accordance with paragraph 9, and the publication of the Newspaper Notice in accordance with paragraph 10 shall constitute good and sufficient service of this Meeting Order and of the Plan, and good and sufficient notice of the Meeting on all Persons who may be entitled to receive notice thereof or who may wish to be present (or deemed present) in person or by Proxy at the Meeting or who may wish to appear in this CCAA Proceeding, and no other form of notice or service need be made on such Persons.

CONDUCT AT THE MEETING

12. **THIS COURT ORDERS** that the Applicants are hereby authorized to call, hold, and conduct the Meeting on August 25, 2020 at 11:00 am (eastern daylight time) for the purpose of considering and voting on the Plan. Due to the challenges present by the COVID-19 pandemic, the Monitor shall be authorized to hold the Meeting electronically using a third-party service provider.

13. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair of the Meeting (the "**Chair**") and, subject to any further Order of this Court, shall decide all matters relating to the conduct of the Meeting.

14. **THIS COURT ORDERS** that the Chair is authorized to accept and rely upon the Proxies or such other forms as may be acceptable to the Chair. The Chair of the Meeting and the Monitor may rely on representations by attendees to confirm their identification.

15. **THIS COURT ORDERS** that the quorum required at the Meeting shall be one (1) Affected Creditor present at such Meeting in person or by Proxy. Any Affected Creditors or their proxies who establish a communications link to the Meeting electronically shall be deemed to be present at the Meeting.

16. **THIS COURT ORDERS** that the Monitor may appoint scrutineers for the supervision and tabulation of attendance at, quorum at, and votes cast at the Meeting. A Person designated by the Monitor shall act as secretary at the Meeting.

17. **THIS COURT ORDERS** that if: (a) the requisite quorum is not present at the Meeting; or (b) the Meeting is postponed by a vote of the majority in value of Affected Creditors, then the meeting shall be adjourned by the Chair to such time as the Chair considers reasonable in the circumstances.

18. **THIS COURT ORDERS** that the Chair be and is hereby authorized to adjourn, postpone, or otherwise reschedule the Meeting on one or more occasions to such time(s) and date(s) as the Chair considers reasonable in the circumstances (without the need to first convene such Meeting for the purposes of any adjournment, postponement, or other rescheduling thereof). The Applicants, the Chair, and the Monitor shall not be required to deliver any notice of the adjournment of the Meeting, provided that the Monitor shall: (a) announce the adjournment of the Meeting; and (b) post notice of adjournment at the originally designated time on the website provided for the Meeting; (c) forthwith post notice of the adjournment on the Monitor's Website; and (d) forthwith provide notice of the adjournment to the Service List. Any Proxies validly delivered in connection with the Meeting shall be accepted as Proxies in respect of any adjourned Meeting.

19. **THIS COURT ORDERS** that the only Persons entitled to attend and speak at the Meeting are representatives of the Applicants and their legal counsel and advisors, the Monitor and its legal counsel and advisors, and all Affected Creditors, including the holders of Proxies, entitled to vote at the Meeting, and their respective legal counsel and advisors. Any other Person may be admitted to the Meeting on invitation from the Chair.

VOTING PROCEDURE AT THE MEETING

20. **THIS COURT ORDERS** that the Chair shall direct a vote on the Resolution to approve the Plan and any amendments or variations thereto made in accordance with the Plan and this Meeting Order.

21. **THIS COURT ORDERS** that any Proxy in respect of the Meeting (or any adjournment, postponement, or other rescheduling thereof) must be received by the Monitor by 11:00 am (eastern daylight time) on August 23, 2020, or 48 hours (excluding days that are not Business Days) prior to any adjourned, postponed, or rescheduled Meeting (the "**Proxy Deadline**").

22. **THIS COURT ORDERS** that, in the absence of instruction to vote for or against the Resolution in a duly signed and returned Proxy, the Proxy shall be deemed to include instructions to vote for the approval of the Resolution, provided that the Proxy holder does not otherwise exercise its right to vote at the Meeting.

23. **THIS COURT ORDERS** that each Affected Creditor will be entitled to one (1) vote, which vote shall have a value that is equal to the dollar value of such Affected Creditor's Proven Claim(s) in accordance with the Claims Procedure Order and paragraph 27. Unaffected Creditors and holders of Equity Claims shall not be entitled to vote at the Meeting.

24. **THIS COURT ORDERS** that an Affected Creditor's Claim shall not include fractional numbers and such Claims shall be rounded down to the nearest whole amount in Canadian Dollars.

25. **THIS COURT ORDERS** that an Affected Creditor may transfer or assign the whole of its Claim prior to the Meeting, provided that neither the Applicants nor the Monitor shall be obligated to provide notice to or otherwise deal with the transferee or assignee of such Claim as an Affected Creditor in respect thereof, including allowing such transferee or assignee of an Affected Claim to vote at the Meeting, unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received and acknowledged by the Monitor in writing no later than 5:00pm on the day that is seven (7) days prior to the Meeting. Thereafter, such transferee or assignee shall, for all purposes, constitute an Affected Creditor and shall be bound by any and all notices previously given to the transferor or assignor and steps taken in respect of such Claim. Such transferee or assignee shall not be 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 transferee or assignee the Applicants.

26. **THIS COURT ORDERS** that an Affected Creditor may transfer or assign the whole of its Claim after the Meeting provided that the Applicants shall not be obligated to make any distributions to any such transferee or assignee or otherwise deal with such transferee or assignee as an Affected Creditor in respect thereof unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received and acknowledged by the Monitor in writing no later than 5:00pm on the day that is seven (7) days prior to the Plan Implementation Date. Thereafter, such transferee or assignee shall, for all purposes in accordance with the Claims Procedure Order, this Meeting Order, and the Plan, constitute an Affected Creditor, and shall be bound by any and all notices previously given to the transferor or assignor and steps taken in respect of such Claim.

DISPUTED CLAIMS

27. **THIS COURT ORDERS** that the dollar value of any Claim of an Affected Creditor which is validly disputed for voting purposes in accordance with the Claims Procedure Order and which remains subject to resolution or adjudication for voting purposes in accordance with the Claims Procedure as at the date of the Meeting (a "**Disputed Claim**") shall, for the purposes of voting at the Meeting, be the dollar value of such Disputed Claim as set out in such Affected Creditor's Proof of Claim or Notice of Revision or Disallowance (each as defined in the Claims Procedure Order), as applicable, delivered by the Monitor pursuant to the Claims Procedure Order prior to the Meeting, without prejudice to the determination of the dollar value of such Claim for distribution purposes in accordance with the Claims Procedure Order. For greater certainty, an Affected Creditor that receives a Notice of Revision or Disallowance pursuant to the Claims Procedure Order will not have validly disputed its Claim for voting purposes unless it contacts the Monitor in advance of any Meeting to advise that such Affected Creditor disputes the Notice of Revision or Disallowance.

28. **THIS COURT ORDERS** that the Monitor shall keep a separate record of votes cast by Affected Creditors holding Disputed Claims and shall report to the Court with respect thereto at the motion in respect of the Sanction Order (the "**Sanction Motion**").

APPROVAL OF THE PLAN

29. **THIS COURT ORDERS** that in order to be approved, the Plan must receive an affirmative vote by the Required Majority.

30. **THIS COURT ORDERS** that following the vote at the Meeting, the Monitor (or its designated representative) shall tally the votes and determine whether the Plan has been approved by the Required Majority.

31. **THIS COURT ORDERS** that the results of and all votes provided at the Meeting shall be binding on all Affected Creditors, whether or not any such Affected Creditor is present or voting at the Meeting.

SANCTION HEARING

32. **THIS COURT ORDERS** that the Monitor shall provide a report to the Court as soon as practicable after the Meeting (the "**Meeting Report**") with respect to:

(a) the results of the vote at the Meeting;

(b) whether the Required Majority has approved the Plan;

(c) the separated tabulation for Disputed Claims as contemplated by paragraph 29; and

(d) any other matters relating to the Sanction Motion which the Monitor considers relevant.

33. **THIS COURT ORDERS** that an electronic copy of the Meeting Report, the Plan, and a copy of the Applicants' motion record in support of the Sanction Motion, shall be posted on the Monitor's Website and served on the Service List prior to the Sanction Motion.

34. **THIS COURT ORDERS** that in the event that the Plan is approved by the Required Majority, the Applicants may bring the Sanction Motion before this Court on September 1, 2020, or such later date as shall be acceptable to the Applicants and the Monitor as set by this Court.

35. **THIS COURT ORDERS** that service of this Meeting Order by the Applicants to the parties on the Service List, the delivery of the Meeting Materials in accordance with paragraphs 8 and 10, the posting of the Meeting Materials on the Monitor's Website in accordance with paragraph 9, and the publication of the Notice of Meeting in accordance with paragraph 11 shall constitute good and sufficient service and notice of the Sanction Motion.

36. **THIS COURT ORDERS** that any Person intending to oppose the Sanction Motion shall: (i) file or have filed with the Court a Notice of Appearance and serve such Notice of Appearance on the Service List at least five (5) days before the date set for the Sanction Motion; and (ii) serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the Sanction Motion at least five (5) days prior to the date set for the Sanction Motion, or such shorter time as the Court may allow.

37. **THIS COURT ORDERS** that in the event that the Sanction Motion is adjourned, only those Persons appearing on the Service List as of the date of service shall be served with notice of the adjourned date.

38. **THIS COURT ORDERS** that, subject to any further Order of the Court, in the event of any conflict, inconsistency, ambiguity or difference between the terms and conditions of the Plan and this Meeting Order, the terms and conditions of the Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

GENERAL PROVISIONS

39. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and the Initial Order, shall assist the Applicants in connection with the matters described herein, and are hereby authorized and directed to take such other actions and

fulfill such other roles as are contemplated by this Meeting Order. The Monitor shall work with the third-party service provider to facilitate the implementation of the Meeting to the extent necessary or desirable in the sole opinion of the Monitor.

40. **THIS COURT ORDERS** that the Applicants and the Monitor shall use reasonable discretion as to the adequacy of the compliance with respect to the manner in which any forms hereunder are completed and executed and the time in which they are submitted and may waive strict compliance with the requirements of this Meeting Order including with respect to the completion, execution, and time of delivery of the required forms.

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

42. **THIS COURT ORDERS** that the Monitor may, if necessary, apply to this Court for advice and directions regarding its obligations under this Meeting Order.

43. **THIS COURT ORDERS** that any notice or other communication to be given under this Meeting Order by any Person to the Monitor or the Applicants shall be in writing in substantially the form, if any, provided for in this Meeting Order and will be sufficiently provided only if provided by ordinary mail, registered mail courier, personal delivery or e-mail addressed to:

The Applicants' Counsel:		Thornton Grout Finnigan LLP 100 Wellington Street West Suite 3200 Toronto, Ontario Canada M5K 1K7
	Attention	Rebecca Kennedy and Adam Driedger e-mail: rkennedy@tgf.ca; adriedger@tgf.ca
The Monitor:		Ernst & Young Inc. 100 Adelaide Street West Toronto, Ontario, Canada M5H 0B3
	Attention:	Alex Morrison and Karen Fung e-mail: alex.f.morrison@ca.ey.com; karen.l.fung@ca.ey.com
The Monitor's Counsel:		McCarthy Tétrault LLP 66 Wellington Street West Suite 5300 Toronto, Ontario Canada M5K 1E6
	Attention:	James Gage and Trevor Courtis e-mail: jgage@mccarthy.ca; tcourtis@mccarthy.ca

44. **THIS COURT ORDERS** that any such notice or other communication shall be deemed to have been received: (a) if sent by ordinary mail, on the third Business Day after mailing in Ontario, the fifth Business Day after mailing within the rest of Canada, and the tenth Business Day after mailing internationally; (b) if sent by courier or by personal delivery, on the next Business Day following dispatch; and (c) if delivered by e-mail by 5:00pm on a Business Day, on that Business Day, and if delivery by after 5:00pm or other than on a Business Day, on the next Business Day.

45. **THIS COURT ORDERS** that, in the event that the day on which any notice of communication required to be delivered pursuant to this Meeting Order is not a Business Day, then such notice or communication shall be required to be delivered on the next Business Day.

46. **THIS COURT ORDERS** that if, during any period during which notices or other communications are being given pursuant to this Meeting Order, a postal strike or postal work stoppage of general application should occur, such notices or other communications sent by ordinary or registered mail and then not received shall, 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, or e-mail in accordance with this Order.

47. **THIS COURT ORDERS** that all references to time in this Meeting Order shall mean prevailing local time in Toronto, Ontario, and any references to an event occurring on a Business Day shall mean prior to 5:00pm on the Business Day unless otherwise indicated.

48. **THIS COURT ORDERS** that references to the singular shall include the plural, references to the plural shall include the singular, and to any gender shall include the other gender.

49. **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.

50. **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.

51. **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.

52. **THIS COURT ORDERS** that 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.

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Schedule "A"
Notice of Meeting

NOTICE OF THE MEETING 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")

NOTICE IS HEREBY GIVEN that the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the "**Plan**") was filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on August 4, 2020. The Plan contemplates the reorganization of the Applicants and the compromise of the rights and claims of certain creditors of the Applicants. A copy of the Plan is enclosed.

NOTICE IS ALSO HEREBY GIVEN that the Applicants may vary, amend, modify or supplement the Plan (the "**Plan Modification**") with the consent of the Monitor:

(i) at any time prior to the Meeting (as defined hereafter), provided that the Applicants file the Plan Modification with the Court, arrange to have the Plan Modification posted on the Monitor's website, and serve the Plan Modification on the parties listed on the service list to these CCAA proceedings and any other party requesting a copy of such amendments. Eligible Voting Creditors (as defined hereafter) present at the Meeting will also be advised of any such amendments made to the Plan;

(ii) at any time during the Meeting, provided that the Applicants give notice to all Eligible Voting Creditors present at the Meeting prior to the vote being taken, file the Plan Modification with the Court as soon as practically possible following the Meeting and arrange to have the Plan Modification promptly posted on the Monitor's website; or

(iii) at any time after the Meeting with consent of the Monitor and without further order of the Court or notice to any creditor, provided that the Applicants, the Monitor, acting reasonably and in good faith, determine the variation, amendment, modification or supplement in the amended Plan to be of a technical or administrative nature that would not materially prejudice the interests of any of the Affected Creditors under the Plan and necessary in order to give effect to the substance of the Plan or the Sanction Order (as defined hereafter).

NOTICE IS ALSO HEREBY GIVEN that the order of the Court dated August 4, 2020 (the "**Meeting Order**") established the procedures for the Applicants to call, hold and conduct a meeting (the "**Meeting**") to consider and pass resolution, if thought advisable, approving the Plan and to transact such other business as may be properly brought before the Meeting. For the purpose of voting on and receiving distributions pursuant to the Plan, the Plan places all Creditors with Affected Claims of all Applicants, into one class.

NOTICE IS ALSO HEREBY GIVEN that the Meeting will be held at the following date, times and location:

Date: August 25, 2020

Time: 11:00 a.m. (Eastern Time)

Location: Video Conference

Only those Affected Creditors (as defined the Plan) with Proven Claims or Disputed Claims (each such creditor, an "**Eligible Voting Creditor**") will be eligible to attend the Meeting and vote on the resolution to approve the Plan. The votes of creditors holding Disputed Claims will be separately tabulated, and Disputed Claims will be resolved in accordance with the Claims Procedure Order, the Meeting Order and the Plan prior to any distribution on account of such Disputed Claims. Unaffected Creditors (as defined under the Plan) will not be entitled to attend and vote at the Meeting.

Any Eligible Voting Creditor who is unable to attend the Meeting may vote by proxy. Further, any Eligible Voting Creditor who is not individual may only attend and vote at the Meeting if a proxyholder has been appointed to act on its behalf at such Meeting.

Proxies, once duly completed, dated and signed, must be received by the Monitor by e-mail mail (preferred), delivery, courier, or facsimile at the address of the Monitor set out on the Proxy by no later than 11:00 a.m. (Eastern Time) on August 23, 2020 in order to be acted upon at the Meeting or 48 hours (excluding days that are not Business Days) prior to any adjourned, postponed, or rescheduled Meeting. After the commencement of a Meeting, no Proxies can be accepted by the Monitor.

If you wish to attend the video conference, you will be required to pre-register. If you are submitting a Proxy, the representative indicated on the proxy will be invited to the video conference. Otherwise, if you are an individual who wishes to attend the Meeting, complete and submit a Pre-Registration Form to the Monitor no later than 11:00 am August 23, 2020. Once a Pre-Registration Form is received, the Monitor will send you an invitation to the video conference for the Meeting.

NOTICE IS ALSO HEREBY GIVEN that in accordance with the provisions of the CCAA, the Monitor has filed a report (the "**Eighth Report**") in respect of the Plan and the affairs of the Applicants with the Court on July 31, 2020. A copy of the Eighth Report is posted on the Monitor's website (www.ey.com/ca/agmedica).

NOTICE IS ALSO HEREBY GIVEN that if the Plan is approved at the Meeting by the Eligible Voting Creditors and all other necessary conditions are met, the Applicants intend to make a motion before the Court on September 1, 2020 seeking an order sanctioning the Plan pursuant to the CCAA (the "**Sanction Order**"). Any person wishing to oppose the motion for the Sanction Order must serve a copy of the materials to be used to oppose the motion and setting out the basis for such opposition upon the lawyers for both the Applicants and the Monitor as well as those parties listed on the Service List posted on the Monitor's website (www.ey.com/ca/agmedica). Such materials must be served by no later than 5:00 p.m. (Eastern time) on August 27, 2020.

NOTICE IS ALSO HEREBY GIVEN that in order for the Plan to become effective:

(i) the Plan must be approved at the Meeting by the affirmative vote of a majority in number, representing not less than two-thirds in value of the voting claims, of Eligible Voting Creditors in person or by proxy;

(ii) the Plan must be sanctioned by the Court; and

(iii) the conditions to the implementation and effectiveness of the Plan as set out in the Plan must be satisfied or waived.

Capitalized terms used and not otherwise defined in this Notice are as defined in the Meeting Order.

Additional copies of the Meeting Materials may be obtained from the Monitor's website (www.ey.com/ca/agmedica) or by contacting the Monitor by telephone at (866) 220-2247/416-941-1872 or by email at Agmedica.monitor@ca.ey.com.

Schedule "B"
Form of Proxy

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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.

PROXY FOR CREDITOR NAME: **REFERENCE #:**

Before completing this Proxy, please read carefully the accompanying instructions for the proper completion and return of the form.

In addition, the proxyholder will be the individual receiving the invitation to Meeting held via video conference using the credential provided in this form.

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the "Plan") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on August 4, 2020.

In accordance with the Plan, Proxies may only be filed by Affected Creditors having a Proven Claim or Disputed Claim ("**Eligible Voting Creditors**")

1. PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE RECEIVED BY THE MONITOR BY E-MAIL (PREFERRED), MAIL, DELIVERY, COURIER, OR FACSIMILE AT THE ADDRESS SET OUT BELOW BY NO LATER THAN 11:00 A.M. (EASTERN TIME) ON AUGUST 23, 2020 IN ORDER TO BE ACTED UPON AT THE APPLICABLE CREDITORS' MEETING OR 48 HOURS (EXCLUDING DAYS THAT ARE NOT BUSINESS DAYS) IMMEDIATELY PRECEDING ANY ADJOURNMENT, POSTPONEMENT OR RESCHEDULING OF THE MEETING IF ANY PERSON ON THE ELIGIBLE VOTING CREDITOR'S BEHALF IS TO ATTEND SUCH MEETING AND VOTE ON THE RESOLUTION TO APPROVE THE PLAN OR IF THE ELIGIBLE VOTING CREDITOR WISHES TO APPOINT AN REPRESNTATIVE OF THE MONITOR TO ACT AS THE ELIGIBLE VOTING CREDITOR'S NOMINEE.

AFTER THE COMMENCEMENT OF A CREDITORS' MEETING, NO PROXIES CAN BE ACCEPTED BY THE MONITOR.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all Proxies previously given and nominates, constitutes, and appoints:

____
Print Name of Proxyholder

or, instead of the foregoing, Mr. Alex Morrison of Ernst & Young Inc., in its capacity as Monitor or such other officer of Ernst & Young Inc. as he, in his sole discretion, may designate, to attend on behalf of and act for the Eligible Voting Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of the Meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meeting Order and as set out in the Plan as follows:

A. (mark one only):

☐ Vote **FOR** approval of the Plan; or

☐ Vote **AGAINST** approval of the Plan.

If an box is not marked as a vote for or against approval of the Plan, this Proxy shall be voted for approval of the Plan.

- and -

B. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting.

Dated this _______ day of __________________, 2020.

______________________________ Print Name of Eligible Voting Creditor	______________________________ Title of the authorized signing officer of the corporation, partnership or trust, if applicable
______________________________ Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust	______________________________ Telephone number(s) of Eligible Voting Creditor or authorized signing officer

____
E-mail address of Eligible Voting Creditor

____
Print Name of Witness, if Eligible Voting Creditor is an individual

____
Signature of Witness

1. This Proxy should be read in conjunction with the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on August 4, 2020 and the Meeting Order.

2. Each Eligible Voting Creditor has the right to appoint a person (who need not be an Creditor) to attend, act and vote for and on behalf of the Eligible Voting Creditor and such right may be exercised by inserting the name of the person to be appointed in the space provided on the Proxy.

3. If no name has been inserted in the space provided, the Eligible Voting Creditor will be deemed to have appointed Mr. Alex Morrison of Ernst & Young Inc., in its capacity as Monitor or such other representative of Ernst & Young Inc. as he, in his sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of the Meeting.

4. An Eligible Voting Creditor who has given a Proxy may revoke it unless such Eligible Voting Creditor has agreed otherwise (as to any matter on which a vote has not already been cast pursuant to its authority) by delivering written notice (email accepted) to the Monitor.

5. If this Proxy is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Monitor.

6. A valid Proxy from the same Eligible Voting Creditor bearing or deemed to bear a later date shall revoke this Proxy. If more than one valid Proxy from the same Eligible Voting Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be counted.

7. This Proxy confers discretionary authority in respect of amendments, variations or supplements to the Plan or other matters that may properly come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting.

8. The Person named in the Proxy shall vote the Proven Claim or Disputed Claim, as applicable, of the Eligible Voting Creditor in accordance with the direction of the Eligible Voting Creditor appointing them on any ballot that may be called for at the applicable Creditors' Meeting. **IF A ELIGIBLE VOTING CREDITOR FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE PLAN, THIS PROXY WILL BE VOTED <u>FOR</u> APPROVAL OF THE PLAN, INCLUDING ANY AMENDMENTS, VARIATIONS OR SUPPLEMENTS THERETO.**

9. This Proxy must be signed by the Eligible Voting Creditor or by a person duly authorized (by power of attorney) to sign on the Eligible Voting Creditor's behalf or, if the Eligible Voting Creditor is a corporation, partnership or trust, by a duly authorized officer or attorney of the corporation, partnership or trust. If you are voting on behalf of a corporation, partnership or trust, you may be required to provide documentation evidencing your power and authority to sign this Proxy.

10. **PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE RECEIVED BY THE MONITOR BY E-MAIL (PREFERRED), MAIL, DELIVERY, COURIER, OR FACSIMILE AT THE ADDRESS SET OUT BELOW BY NO LATER THAN 11:00 A.M. (EASTERN TIME) ON AUGUST 23, 2020 IN ORDER TO BE ACTED UPON AT THE APPLICABLE CREDITORS' MEETING OR 48 HOURS (EXCLUDING DAYS THAT ARE NOT BUSINESS DAYS) IMMEDIATELY PRECEDING ANY ADJOURNMENT, POSTPONEMENT OR RESCHEDULING OF THE MEETING IF ANY PERSON ON THE ELIGIBLE VOTING CREDITOR'S BEHALF IS TO ATTEND SUCH MEETING AND VOTE ON THE RESOLUTION TO APPROVE THE PLAN OR IF THE ELIGIBLE VOTING CREDITOR WISHES TO APPOINT AN REPRESNTATIVE OF THE MONITOR TO ACT AS THE ELIGIBLE VOTING CREDITOR'S NOMINEE.**

By email: Agmedica.monitor@ca.ey.com

By mail or courier:	Ernst & Young Inc. Monitor of AgMedica *et al* 100 Adelaide Street West Toronto, Ontario, Canada M5H 0B3
By facsimile:	(416) 943-3300

AFTER THE COMMENCEMENT OF A CREDITORS' MEETING, NO PROXIES CAN BE ACCEPTED BY THE MONITOR.

11. The Applicants and the Monitor are authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed and may waive strict compliance with the requirements in connection with the deadlines imposed by the Meeting Order.

Schedule "C"
Form of Resolution

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.

(the "Applicants")

PLAN OF COMPROMISE AND ARRANGEMENT UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

PLAN RESOLUTION

BE IT RESOLVED THAT:

1. The Plan of Compromise and Arrangement Dated July 29, 2020 filed by the Applicants under the Companies Creditors Arrangement Act, as may be amended, varied, restated or supplemented (the "Plan"), presented to the Meeting be and is hereby authorized and approved;

2. Notwithstanding that this resolution has been passed and the Plan approved by the single Class of the Creditors with Affected Claims, or the Plan has been approved by the CCAA Court, the directors of AgMedica Bioscience Inc. be and they are hereby authorized and empowered to amend or not proceed with its resolution in accordance with the Plan and

3. Any other director or officer of AgMedica Bioscience Inc. be, and he or she is hereby authorized, empowered and instructed, acting for, and in the name of and on behalf of the Applicants, to execute, or cause to be executed under the seal of the respective Applicants or otherwise, and to deliver or cause to be delivered for, on behalf of and in the name of the Applicant, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such director or officer of an Applicant or Partnership determines to be necessary or desirable in order to carry out the Plan, such determination to be conclusively evidenced by the execution and delivery by such directors and officers of such documents, agreements or instruments or the doing of any such act or thing.

Schedule "D"
Form of Election Notice

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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.

ELECTION NOTICE FOR [CREDITOR] – REFERENCE [#]

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA") with the Ontario Superior Court of Justice (the "Court") on August 4, 2020.

This Election Notice, once duly completed, dated and signed, must be received by the Monitor by e-mail (preferred), mail, delivery, courier, or facsimile at the address set out below by no later than 11:00 a.m. (Eastern Time) on August 23, 2020, in order to be accepted. Otherwise, you will be deemed to have elected Class B Preferred Share Conversion Option. In addition, if a portion of your Claim is an Unresolved Claim, this election will only be accepted for the portion of your claim that is a Proven Claim.

I hereby elect the following option for my distribution (choose only one):

☐ the Convenience Amount of $1,000;

☐ the Class B Preferred Share Conversion Option; or

☐ the Common Share Conversion Option.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes any previously given election.

Dated this _______ day of ___________________, 2020.

______________________________	______________________________
Print Name of Affected Creditor	Title of the authorized signing officer of the corporation, partnership or trust, if applicable
______________________________	______________________________
Signature of Affected Creditor or, if the Affected Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust	Telephone number(s) of Affected Creditor or authorized signing officer
______________________________	______________________________

E-mail address of Affected Creditor

Name and Signature of Witness, if Affected Creditor is an individual

Please return this completed for to the Monitor at:

By email (preferred):	Agmedica.monitor@ca.ey.com
By mail or courier:	Ernst & Young Inc. Monitor of AgMedica *et al* 100 Adelaide Street West Toronto, Ontario, Canada M5H 0B3
By facsimile:	(416) 943-3300

IF THIS ELECTION FORM IS NOT RECEIVED BEFORE 11:00 A.M (EASTERN TIME) ON AUGUST 23, 2020 YOU WILL BE DEEMED TO HAVE ELECTED THE CLASS B PREFERRED CONVERSION OPTION.

Schedule "E"
Form of Newspaper Notice

NOTICE OF THE CREDITORS' MEETING 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")

This notice is being published pursuant to the order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated August 4, 2020 (the "**Meeting Order**") which established the procedures for the Applicants to call, hold and conduct a meeting of their Affected Creditors (as defined under the Plan) (the "**Creditors' Meeting**") to consider and pass resolution, if thought advisable, approving the Plan of Compromise and Arrangement of the Applicants dated July 29, 2020 (as may be amended from time to time, the "**Plan**") and to transact such other business as may be properly brought before the Creditors' Meeting. The Creditors' Meeting will be held at the following date, times and location:

Date: August 25, 2020

Time: 11:00 a.m. (Eastern Time)

Location: Video Conference

ONLY THOSE CREDITORS WHO HAVE SUBMITTED A PROOF OF CLAIM IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCEDURE ORDER DATED FEBRUARY 4, 2020 AND WITH PROVEN CLAIMS OR DISPUTED CLAIMS THAT ARE AFFECTED CLAIMS SHALL BE ENTITLED TO ATTEND AND VOTE ON THE RESOLUTION TO APPROVE THE PLAN AT THE CREDITORS' MEETING.

Creditors who are eligible to attend and wish to attend must pre-register in order to be provided access to the Creditors' Meeting. Creditors who have not received copies of the Meeting Materials, including the Plan and Pre-Registration Form, may obtain copies from the Monitor's website (www.ey.com/ca/agmedica) or by contacting the Monitor by telephone at (866) 220-2247/416-941-1872 or by email at Agmedica.monitor@ca.ey.com.

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

MEETING ORDER

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TD West Tower, Toronto-Dominion Centre
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Lawyers for the Applicants