

**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**”)

MONITOR’S SECOND CERTIFICATE

WHEREAS pursuant to the Order of this Court dated December 2, 2019, Ernst & Young Inc. was appointed as the monitor (the “**Monitor**”) of the Applicants;

AND WHEREAS pursuant to the Meeting Order of this Court dated August 4, 2020, the Applicants filed the Plan of Compromise and Arrangement pursuant to the CCAA affecting and involving the Applicants dated August 22, 2020 (as may be further amended in accordance with its terms, the “**Plan**”);

AND WHEREAS the Plan has been sanctioned by this Honourable Court by Order dated September 11, 2020 (the “**Sanction Order**”);

AND WHEREAS the Sanction Order requires that, upon (i) fulfillment of the Monitor's duties under the Claims Procedure Order and the Sanction Order and (ii) the Monitor receiving an acknowledgement of payment in full of the claims secured by the Administration Charge, the Monitor shall serve on the service list in the CCAA Proceeding and post on the Monitor’s Website a certificate, signed by the Monitor, certifying same;

AND WHEREAS the Monitor has completed its duties under the Claims Procedure Order and the Sanction Order and has received an acknowledgement of payment in full of the claims secured by the Administration Charge;

AND WHEREAS all capitalized terms used but not defined herein shall have the meanings given to them in the Plan;

THE MONITOR HEREBY CERTIFIES that:

1. The Monitor has completed its duties under the Claims Procedure Order and the Sanction Order;
2. The Monitor has received an acknowledgement of payment in full of the claims secured by the Administration Charge;
3. Upon the filing of this Monitor's Second Certificate:
 - (a) the CCAA Proceedings shall be terminated;
 - (b) the Monitor shall be discharged and released from its duties, obligations and responsibilities as Monitor of the Applicants and shall be forever released, remised and discharged from any claims against it relating to its activities as Monitor; and
 - (c) the Administration Charge (as provided for and defined in the Initial Order) shall be terminated, discharged, expunged and released.
4. This Certificate is delivered by the Monitor on April 23, 2021.

ERNST & YOUNG INC., solely in its capacity as court appointed monitor of the Applicants, and not in its personal capacity or in any other capacity

Per: 

Name: Alex Morrison

Title: Senior Vice President