

This is Affidavit #1 of
H. Lance Williams in this case and
was made on March 26, 2024

NO. S-237444
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

ALIREY CORP.

PETITIONER

AND:

2716725 ONTARIO INC., 10111132 MANITOBA LTD. (DBA MEDNOW MB),
MEDNOW CLINIC SERVICES INC., MEDNOW INC., MEDNOW EAST INC.,
MEDNOW MEDICAL INC., MEDNOW ONTARIO LIMITED,
MEDNOW PHARMACY AB LTD., MEDNOW OPERATIONS INC.,
MEDNOW PHARMACY INC., MEDNOW PHARMACY MB LTD.,
MEDNOW PHARMACY SERVICES INC., MEDNOW TECHNOLOGY INC.,
MEDNOW VIRTUAL CARE LTD.

RESPONDENTS

A F F I D A V I T

I, **H. Lance Williams**, lawyer, of 2400 – 745 Thurlow Street, Vancouver, British Columbia,
SWEAR THAT:

1. I am a partner at McCarthy Tétrault LLP ("**McCarthy**"), counsel for Ernst & Young Inc., the court-appointed receiver and manager (in such capacity, the "**Receiver**") without security, of all of the assets, undertakings and property of each of the Respondents, and as such, I have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.
2. I have had primary carriage of this proceeding.
3. Attached hereto and marked as indicated are the following Exhibits (together, the "**Invoices**" or the "**McCarthy Accounts**"):

Exhibit	Invoice Number	Invoice Date	Amount
"A"	8573106	December 20, 2023	\$60,885.44
"B"	8574357	December 31, 2023	\$27,175.74

Exhibit	Invoice Number	Invoice Date	Amount
"C"	8575681	February 20, 2024	\$4,863.50
"D"	8577093	March 21, 2024	\$9,402.40
TOTAL:			\$102,327.08

4. As detailed in the Invoices, from October 28, 2023 to January 31, 2024, McCarthy's invoiced fees amounted to \$88,625.00, invoiced disbursements amount to \$2,953.72, and invoiced taxes amounted to \$10,748.36, for a total of \$102,327.08.

5. The fees set out in the Invoices are calculated on the basis of the hours spent by McCarthy personnel, multiplied by the applicable standard hourly rates charged by McCarthy. The total time comprised in the Invoices is 159.80 hours at an average hourly rate of \$554.60 per hour ($\$88,625.00 \div 159.80$). To the best of my knowledge, information and belief, those hourly rates are consistent with those charged by other law firms for work of a similar nature in Vancouver, British Columbia.

6. The following summary sets out the total hours billed by all lawyers and other employees of McCarthy working on this matter, and their respective hourly rates:

Timekeeper	Title	Hours	Rate	Total Billed
Williams, H. Lance	Partner	35.30 3.30	\$770.00 (2023) \$815.00 (2024)	\$27,181.00 \$2,689.50
Stewart, Nathan	Associate	28.90 12.20	\$545.00 (2023) \$590.00 (2024)	\$15,750.50 \$7,198.00
Bowron, Ashley	Associate	18.70 0.80	\$545.00 (2023) \$605.00 (2024)	\$10,191.50 \$484.00
Radoja, Una	Partner	0.50	\$725.00	\$362.50
Yard, Tammy	Paralegal	27.20	\$450.00	\$12,240.00
Danielisz, Sue	Paralegal	14.70 5.70	\$380.00 (2023) \$405.00 (2024)	\$5,586.00 \$2,308.50
Campbell, Bonnie	Paralegal	0.20	\$370.00	\$74.00
Carbonaro, Stephen	PPSA Clerk	1.60	\$420.00	\$672.00
Gonzales, Isabel	Paralegal	1.30	\$315.00	\$409.50
Ma, Michele Zinsli	Paralegal	9.40	\$370.00	\$3,478.00
Total:		159.80		\$88,625.00

7. I primarily directed this matter. I have been a member of McCarthy's insolvency group since joining the firm as a partner in August of 2021. Prior to joining McCarthy, I was a partner in the insolvency group at Cassels, Brock & Blackwell LLP ("**Cassels**") until joining McCarthy. Prior to joining Cassels, I was a member of the DLA Piper (Canada) LLP insolvency group since joining that firm as an associate in 2008. I became a partner of DLAP in 2014, and continued practicing in the DLAP insolvency group until joining Cassels. I was called to the bars of Alberta and Saskatchewan in 2007, British Columbia in 2008, and Yukon in 2015. I practice primarily in the area of commercial insolvency, including on numerous complex restructuring and receivership matters. I am recognized in Chambers, Best Lawyers in Canada and Lexpert, among other rankings, for insolvency and restructuring. I am also a member of the British Columbia Model Order Committee, have published several publications on complex restructuring matters and previously taught insolvency law at the University of British Columbia law school. Attached hereto and marked as **Exhibit "E"** is a true copy of my *curriculum vitae* maintained by McCarthy.

8. To the best of my knowledge, information and belief, the information contained in the Invoices as to:

- (a) the number of hours worked;
- (b) the nature of work performed;
- (c) the identity of the individuals who performed work; and
- (d) the rates charged for the work performed;

is true and correct in all respects.

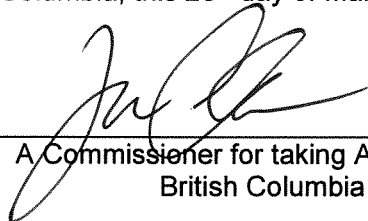
9. I have reviewed the accounts of McCarthy and do verily believe that:

- (a) McCarthy's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
- (b) the work completed by McCarthy was delegated to the appropriate professionals in McCarthy with the appropriate seniority and appropriate hourly rates;
- (c) McCarthy's fees in this matter are consistent with the fees charged by similar firms with the capacity to handle a file of comparable size and complexity;

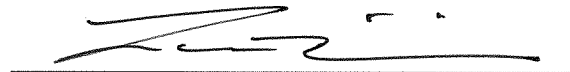
- (d) the Invoices were provided to the Receiver when rendered, and all have been approved by the Receiver; and
- (e) the services were performed by McCarthy in a prudent and economical manner.

10. I make this affidavit expressly for the purposes of the Receiver's application to approve its accounts and the McCarthy Accounts, and for no other purpose. In particular, nothing herein is a waiver of solicitor-client privilege by the Receiver.

SWORN BEFORE ME at the City of
Vancouver, in the Province of British
Columbia, this 26th day of March, 2024.



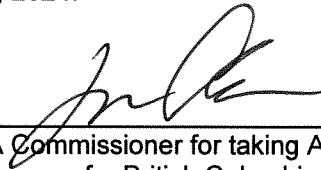
A Commissioner for taking Affidavits for
British Columbia



H. LANCE WILLIAMS

JENNA CLARK
Barrister & Solicitor
McCarthy Tétrault LLP
SUITE 2400 - 745 THURLOW STREET
VANCOUVER, B.C. V6E 0C5
DIRECT 604-643-7988

This is **Exhibit "A"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 26th day of March, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

Ernst & Young Inc.
1133 Melville Street
Suite 1900
Vancouver, BC V6E 4E5

Invoice No: 8573106
GST/HST Reg. No: 116532839
Date: December 20, 2023

Attention: Peter Venetsanos
Vice President

Ernst & Young Inc.
Reference: Mednow Receivership
027042-581049

For Professional Services Rendered for the period ending November 30, 2023

OUR FEES			\$	52,679.50
Disbursements	Non-Taxable	\$	488.94	
	Taxable		1,329.00	1,817.94
				\$ 54,497.44
GST	Fees	\$	2,633.98	
	Disbursements		66.45	2,700.43
PST (BC)	Fees	\$	3,687.57	3,687.57
TOTAL DUE ON ABOVE-NOTED MATTER			\$	60,885.44

McCarthy Tétrault LLP

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8573106
Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
28/10/23	LWI	0.30	Call with proposed receiver regarding mandate.
29/10/23	LWI	0.40	Review of draft receivership materials.
31/10/23	LWI	0.50	Review of receivership order; correspond with receiver regarding same.
01/11/23	LWI	0.30	Correspond with counsel to Petitioners and with receiver
02/11/23	LWI	0.90	Telephone call with counsel to Petitioner; report to proposed receiver.
03/11/23	LWI	4.50	Prepare for and attend hearing to appoint receiver; review of term sheet for loan; multiple calls regarding same.
06/11/23	LWI	0.70	Calls with counsel to funder; correspond with receiver.
06/11/23	SDZ	0.20	Create e-pleadings court records hyperlinked index.
07/11/23	LWI	0.40	Meeting with receiver regarding sales process and terms.
07/11/23	ABO	0.40	Call with EY re SISP.
08/11/23	ABO	0.30	Review correspondence re case updates.
08/11/23	LWI	0.50	Attend to sale process matters.
09/11/23	LWI	0.50	Calls with counsel to interim lender; reporting to receiver.
10/11/23	SDZ	0.10	Update service list re Demand for Notice.
10/11/23	LWI	0.30	Prepare sales process.
14/11/23	SDZ	0.20	Receive Demands for Notice from E. Fortin/A. Khabie and Dundee Flex Properties Inc.
15/11/23	SDZ	0.20	Create service list for receivership action.
16/11/23	SDZ	0.70	Create working copies of draft Notice of Application and Order (re SISP).
16/11/23	LWI	5.50	Multiple calls and correspondence regarding sales process and court materials; drafting sales process; correspond with counsel to creditors; call with counsel to Petitioner/potential stalking horse bidder.
16/11/23	ABO	8.30	Prepare sales process application materials; research re same; discussions with A. Kang and S. Danielisz re same; review and revise sales procedures document; call with L. Williams re same; review and revise draft receiver report; revise application materials re draft report.
17/11/23	ABO	4.70	Revise sales process application and order; revise receiver's report; call with L. Williams re same; correspondence with various parties re report and application materials.
17/11/23	LWI	2.80	Review and comment on receiver's report and preparation of court materials; further calls and correspondence with counsel to Petitioner; multiple correspondence with receiver; call with counsel to HSBC.
17/11/23	IGO	0.70	Conduct BC Personal Property Registry search results for numerous Mednow related entities; prepare and send report email.

Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8573106
Page No. 3

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
17/11/23	SDZ	3.80	Revise service list; review and edit Notice of Application and draft Sales Process Order; arrange for BC and Ontario PPSA searches of the respondent debtors and review search results; prepare service letters to creditors; prepare Application Record and Book of Authorities; telephone call to Supreme Court Scheduling to adjourn November 21st hearing before Justice Walker; attend to all related email correspondence.
17/11/23	SC2	0.50	MEDNOW INC. & others, conduct preliminary NUANS search, search Personal Property Security Act
20/11/23	LWI	0.60	Review and comment on letter to Supreme Court scheduling.
20/11/23	SDZ	0.30	Revise service list; email correspondence to Receiver with service list for posting on Ernst & Young's website for Mednow entities; attend to all related email correspondence.
20/11/23	ABO	0.40	Correspondence with D. Fitzpatrick re upcoming hearing dates.
21/11/23	LWI	0.30	Correspond with receiver; follow up with Petitioners for security.
21/11/23	SDZ	0.20	Attend to email correspondence re adjournment of November 21st application hearing to December 6th and service list.
22/11/23	LWI	0.70	Correspond regarding security; review same; review stalking horse bid and required amendments; correspond with counsel to potential purchaser; call with counsel to secured creditor.
22/11/23	ABO	0.40	Correspondence with various parties re anticipated stalking horse.
24/11/23	ABO	0.40	Correspondence re file status.
24/11/23	LWI	0.70	Correspond with receiver on stalking horse and necessary amendments.
24/11/23	NST	0.90	Review draft stalking horse bid agreements and comments by P. Venetsanos re same; attend call with L. Williams and confer re security review matters and issues with stalking horse agreement; attend to/review correspondence from L. Williams, P. Venetsanos and K. Brennan re stalking horse bid issues; attend call with P. Venetsanos, L. Williams re next steps and revisions to stalking horse bid;
27/11/23	NST	6.50	Attend to correspondence and calls with T. Yard re due diligence and security review matters; review and analyze stalking horse bid, sales process and termination fee schedule; draft/revise stalking horse bid, sales process and termination fee schedule (extensive revisions to bid documents and corresponding revisions to sales process); attend to correspondence with L. Williams re revised drafts and remaining issues;
27/11/23	TYA	0.80	Receive and review security package; discussions with S. Danielisz regarding searches already conducted; discussions with N. Stewart regarding review; attend to requesting searches to be conducted;
28/11/23	TYA	0.90	Further attendance on coordination of due diligence searches;
28/11/23	ABO	0.50	Email clients re response to correspondence; draft response re same; confer with N. Stewart re stalking horse.

Ernst & Young Inc.
 Re: Mednow Receivership
 027042-581049

Invoice No. 8573106
 Page No. 4

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
28/11/23	NST	4.00	Attend to further revisions to stalking horse bid and related documents per comments by L. Williams; attend to correspondence with L. Williams re same; attend to calls and correspondence with T. Yard and M. Ma re diligence and security review matters; review initial search results; attend to correspondence with P. Venetsanos and K. Brennan re revised documents; attend call with P. Venetsanos re revised documents; attend to drafting/revision to implement further changes by P. Venetsanos; attend to correspondence from P. Venetsanos re bank account/deposit matters; attend to correspondence with G. Harris, D. Fitzpatrick (counsel to bidders) re revised draft agreements and scheduling matters (multiple emails);
28/11/23	SC2	0.80	2716725 ONTARIO INC. & others, conduct preliminary NUANS search, order corporation profile report, conduct bank act search, arrange writs of execution search, arrange litigation searches
28/11/23	MZ	7.50	Conduct due diligence searches (NUANS, Federal Corporate Registry, MB Corporate Registry, MB Personal Property Registry, MB Court Registry, MB Bank Act Registry and MB Workers Compensation Board, BC Corporate Registry, BC Court Registry, BC Bank Act Registry, Federal Bankruptcy, Tax Court of Canada, Federal Court and Federal Court of Appeal); Follow up on search results; review search results and amend due diligence report and prepare and send report email.
28/11/23	LWI	0.60	Review and correspond regarding stalking horse and related matters; review security issues.
29/11/23	NST	5.80	Attend to multiple calls and emails with P. Venetsanos re (i) Report matters, (ii) correspondence with other parties, (iii) bid matters; prepare for and attend meeting with A. Bowron, P. Venetsanos, and bidders' counsel re bid documents; attend to correspondence re scheduling matters; attend to correspondence with multiple parties re bid process structure and termination fee issues; attend to research and analysis re same (case law); review and analyze debentures, security agreements, SEDAR filings re security review matters and attend to call and correspondence with T. Yard re same; draft/revise Notice of Application, form of Order, application record index; attend to correspondence with L. Williams, S. Danielisz re same; attend to correspondence with K. Brennan, P. Venetsanos re sale process issues/negotiations; receive call from D. Fitzpatrick re same;
29/11/23	ABO	1.50	Prepare for and attend stalking horse call; confer with N. Stewart re same.
29/11/23	TYA	4.30	Receive and review due diligence searches; commence review of security documents; discussions with N. Stewart regarding same;
29/11/23	SDZ	0.30	Email correspondence with N. Stewart re December 6th application hearing; review and revise application materials.
30/11/23	TYA	4.30	Email with S. Carbonaro regarding Ontario corporate searches; attend to review of security documentation;

Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8573106
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FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
30/11/23	ABO	1.80	Arrange preparations for filing; all hands call re stalking horse bid and sale procedures; correspondence with various parties re same; review security review from T. Yard; call with N. Stewart and L. Williams re same.
30/11/23	MZ	1.90	Follow up on MB Court Bailiff and BC Workers Compensation Board Prevention Department search results; review search results and prepare and send report email.
30/11/23	NST	7.30	Review and provide comments on revised Receiver's Report; attend to analysis of security review issues and correspondence, calls with D. Fitzpatrick, L. Williams, A. Bowron, P. Venetsanos re same; attend to calls, correspondence with P. Venetsanos re Report comments; review revised draft agreements prepared by bidders; attend to calls, correspondence with P. Venetsanos re draft agreements; draft/revise bid documents per same; attend second meeting with P. Venetsanos, A. Bowron, D. Fitzpatrick, D. Yu, and G. Harris re finalization of bid documents and attend to related correspondence and finalization of all bid documents; attend to "pre-closing" (execution, compilation) matters; update and draft/revise Notice of Application, form of Order per revised agreements and updated Report; attend to various service matters and related correspondence with S. Danielisz; attend to various calls and correspondence in connection with the aforementioned (P. Venetsanos; D. Fitzpatrick; A. Bowron);
30/11/23	LWI	1.30	Review and revise application materials; review report; draft letter to counsel for HSBC and correspond regarding same.
30/11/23	IGO	0.40	Conduct ON Personal Property Registry and ON Bank Act searches for High Park Medical, Parkside Pharmacy Remedy's RX and Mednow Pharmacy; prepare and send report email.
30/11/23	SDZ	2.80	Compile court's copy of Application Record for hearing on December 6th; receive Demands for Notice and update service list ; email correspondence with K. Dekker; receive copy of Receiver's First Report and submit for e-filing; revise Notice of Application, compile schedules and finalize for service; email correspondence serving Notice of Application and Receiver's Report; update e-pleadings court records; attend to all other email correspondence re December 6th hearing.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	18.70
Carbonaro, Stephen	1.30
Danielisz, Susan	8.80
Gonzales, Isabel	1.10
Ma, Michele T Zinsli	9.40

Ernst & Young Inc.
 Re: Mednow Receivership
 027042-581049

Invoice No. 8573106
 Page No. 6

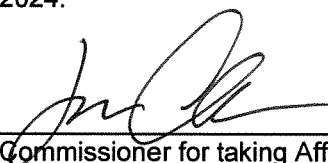
FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Stewart, Nathan	24.50
Williams, Lance	21.80
Yard, Tammy	10.30
	<u>95.90</u>

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>		<u>Total Cost</u>
Y	Search Fees - Agents - (T)	\$	273.00
Y	Search Fees - BC OnLine (T)		178.50
N	Government Fees - OnCorp (NT)		488.94
Y	Corp Searches - Agent - OnCorp		877.50
	Total Disbursements	\$	<u>1,817.94</u>

This is **Exhibit "B"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 26th day of March, 2024.

A handwritten signature in black ink, appearing to be 'J. L. Williams', is written over a horizontal line.

A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Ernst & Young Inc.
 1133 Melville Street
 Suite 1900
 Vancouver, BC V6E 4E5

Invoice No: 8574357
 GST/HST Reg. No: 116532839
 Date: December 31, 2023

Attention: Peter Venetsanos
 Vice President

Ernst & Young Inc.
 Reference: Mednow Receivership
 027042-581049

For Professional Services Rendered for the period ending December 31, 2023

OUR FEES			\$	23,265.50
Disbursements	Non-Taxable	\$	198.00	
	Taxable		876.54	1,074.54
				\$ 24,340.04
GST	Fees	\$	1,163.28	
	Disbursements		43.83	1,207.11
PST (BC)	Fees	\$	1,628.59	1,628.59
TOTAL DUE ON ABOVE-NOTED MATTER			\$	27,175.74

McCarthy Tétrault LLP

Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8574357
Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/12/23	SC2	0.30	2716725 Ontario Inc. , conduct preliminary NUANS search, search Personal Property Security Act
01/12/23	BC	0.20	Conduct BC PPSA search on 2716725 Ontario Inc.; email to N. Stewart.
01/12/23	NST	0.40	Attend to post-filing correspondence with Receiver; attend to additional due diligence searches re Ontario entity, review of search results, and related correspondence with Receiver, L. Williams, A. Bowron; attend to correspondence re letter to counsel to HSBC; attend to filing and application record matters and related correspondence with S. Danielisz;
01/12/23	SDZ	0.60	Retrieve case authorities and add to Application Record (court's copy) for hearing on December 6th; attend to related email correspondence.
04/12/23	LWI	0.50	Review matters for hearing and stalking horse application.
04/12/23	TYA	0.30	Discussions with N. Stewart regarding security review; receive and review email from N. Stewart;
04/12/23	SDZ	1.80	Compile counsel copies of Application Record for hearing set for December 6th; revise court and counsel copies of Application Record and submit for filing at Supreme Court registry; circulate filed copies of application materials to service list parties; prepare draft Appearance List; update e-pleadings court records.
04/12/23	NST	0.50	Receive call from T. Yard re security review matters and provide instructions re finalization of same; attend to call with L. Williams re receiver's report matters; attend to call with P. Varitsanos re debt review matters and finalization of steps noted in report; attend to/review correspondence from S. Danielisz to service list; attend to correspondence from J. Renihan (counsel to creditor) re security review matters;
05/12/23	LWI	3.10	Calls with stalking horse purchaser's counsel; correspondence with creditors and other interested parties; preparation for hearing.
05/12/23	SDZ	0.30	Receive Plaintiff's Application Response re December 6th hearing; update e-pleadings court records; attend to related email communications.
05/12/23	NST	2.40	Attend to multiple calls with P. Venetsanos, L. Williams re debt/advance review matters; attend to correspondence re letters to receiver and review letters and response; review and analyze TSX approvals, directors' resolutions, and advance summary prepared by Receiver, and attend to correspondence and calls with L. Williams re same; attend to related research re TSXV filings (SEDAR research/analysis); attend to calls with L. Williams and stalking horse bidders' counsel re issues noted in review; review/attend to correspondence between L. Williams, J. Renihan (counsel to Gilead creditor); review/attend to correspondence between L. Williams, P. Fesharaki (counsel to HSBC); attend to correspondence with Receiver re various pre-application matters;

Ernst & Young Inc.
 Re: Mednow Receivership
 027042-581049

Invoice No. 8574357
 Page No. 3

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
06/12/23	LWI	7.30	Preparation for and attending hearing for approval of sales process and related matters; multiple correspondence and calls regarding stalking horse, DIP and related matters; multiple correspondence with counsel to HSBC; review insurance policy; and related matters.
06/12/23	IGO	0.20	Conduct federal bankruptcy and insolvency searches for Infusicare Canada Inc.; collate and review search results; prepare and send report email.
06/12/23	SDZ	1.60	Receive entered Orders of Justice Walker made December 6th; email correspondence to service list parties with Sale Process Order; prepare letters to chargeholders enclosing Orders of Justice Walker; update e-pleadings court records; email correspondence with K. Dekker re posting materials on Receiver's website; update service list; attend to all other email communications re December 6th application hearing.
06/12/23	NST	0.20	Attend to/review correspondence between L. Williams, P. Fesharaki re HSBC claims and insurance matters; attend to/review correspondence between L. Williams and Receiver re same and re post-application report/outcome; attend to related internal correspondence;
07/12/23	LWI	0.70	Attending to sales process and insurance matters; review letters to the judge.
07/12/23	SDZ	0.30	Update service list; email correspondence with K. Dekker forwarding application materials and orders for posting on Receiver's website for Mednow Receivership.
07/12/23	NST	0.20	Attend to correspondence from L. Williams, P. Venetsanos re response to insurance issues/HSBC enquiries; attend to/review related letter to HSBC counsel; attend to/review revised form of order;
08/12/23	LWI	0.30	Review correspondence regarding insurance policy.
08/12/23	NST	0.10	Attend to correspondence re insurance matters;
11/12/23	URA	0.50	Review demand letter from counsel for HSBC; review policy of insurance (key provisions) and draft notice of Claim to Victor.
11/12/23	SDZ	0.40	Revise letters to chargeholders enclosing Orders of Justice Walker and arrange delivery.
11/12/23	LWI	0.60	Review multiple correspondence with court from counsel to Petitioner and counsel to HSBC; review of insurance matters.
11/12/23	TYA	2.40	Commence preparation of opinion letter;
11/12/23	NST	0.10	Review correspondence from L. Williams to Receiver and enclosed letters delivered by creditor to the Court and Receiver;
12/12/23	TYA	3.60	Further drafting of Security Review Opinion Letter;
13/12/23	LWI	0.20	Addressing scheduling matters regarding hearings.

Ernst & Young Inc.
 Re: Mednow Receivership
 027042-581049

Invoice No. 8574357
 Page No. 4

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
13/12/23	SDZ	0.20	Receive delivery confirmations of document packages to chargeholders; email correspondence with L. Williams re scheduling appearances before Justice Walker in February and April 2024.
13/12/23	TYA	0.50	Further drafting of Credit Review Opinion letter;
14/12/23	LWI	0.80	Correspond with insurers regarding D&O claim.
14/12/23	SDZ	0.50	Prepare Requests to Appear before Justice Walker re potential amendment to receivership order and sale approval applications.
14/12/23	NST	0.10	Attend to/review letter to D&O insurer; attend to correspondence from K. Doumakis re same;
15/12/23	NST	0.10	Attend to correspondence from K. Doumakis re letter to D&O insurer;
20/12/23	SDZ	0.20	Email correspondence from and to K. Dekker re word version of SISP Notice of Application (filed Dec. 4, 2023).
20/12/23	TYA	3.90	Further drafting of opinion letter;
21/12/23	TYA	1.70	Further drafting of security review opinion letter; discussions with N. Stewart regarding same;
21/12/23	NST	0.10	Attend to call with T. Yard re security review matters;
27/12/23	TYA	4.50	Further drafting of Security Review Opinion Letter;
27/12/23	NST	0.20	Attend to correspondence from T. Yard re security opinion memorandum; attend to initial review of draft security opinion;

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Campbell, Bonnie	0.20
Carbonaro, Stephen	0.30
Danielisz, Susan	5.90
Gonzales, Isabel	0.20
Radoja, Una	0.50
Stewart, Nathan	4.40
Williams, Lance	13.50
Yard, Tammy	16.90
	<u>41.90</u>

Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8574357
Page No. 5

DISBURSEMENT DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
28/11/23	SC2	8.00	Search Fees - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595386 027042-581049 MEDNOW PHA
28/11/23	SC2	8.00	Search Fees - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595388 027042-581049 MEDNOW ONT
28/11/23	SC2	8.00	Search Fees - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595391 027042-581049 MEDNOW EAS
28/11/23	SC2	8.00	Search Fees - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595392 027042-581049 2716725 ON
28/11/23	SC2	6.00	Search Fees - Agents - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595386 027042-581049 MEDNOW PHA
28/11/23	SC2	6.00	Search Fees - Agents - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595388 027042-581049 MEDNOW ONT
28/11/23	SC2	6.00	Search Fees - Agents - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595391 027042-581049 MEDNOW EAS
28/11/23	SC2	6.00	Search Fees - Agents - (T) Teranet Consolidated Invoice : CINV-2023-0001730 Customer Invoice: 5595392 027042-581049 2716725 ON
28/11/23	SC2	199.50	Centro Legal - Search Fees (T) Centro Inv 20286639
01/12/23	SDZ	15.00	Binders - Small Danielisz, Sue
01/12/23	SDZ	93.00	Scanning Danielisz, Sue
01/12/23	LWI	3.75	Tabs Williams, Lance
01/12/23	LWI	85.50	Scanning Williams, Lance
01/12/23	SDZ	6.00	Tabs Danielisz, Sue
01/12/23	LWI	3.75	Tabs Williams, Lance
01/12/23	LWI	10.00	Binders - Small Williams, Lance
01/12/23	SDZ	0.75	Copies Danielisz, Sue
01/12/23	SDZ	3.00	Colour Copies Danielisz, Sue
01/12/23	SDZ	3.00	Colour Copies Danielisz, Sue
01/12/23	SDZ	0.75	Copies
01/12/23		7.00	Search Fees - BC OnLine (T) SA30832(CSBFILE)-MARY DANIELISZ
01/12/23		8.50	Search Fees - BC OnLine (T) (SERCH)-BONITA CAMPBELL
01/12/23	SC2	8.00	Government Fees - OnCorp (NT) ONCORP ACCT 12385 INV 3128665 2716725 Ontario Inc.ON PPR Search - Electronic
01/12/23	SC2	17.05	Corp Searches - Agent - OnCorp ONCORP ACCT 12385 INV 3128665 2716725 Ontario Inc.ON PPR Search - Electronic
04/12/23	LWI	10.75	Copies

Ernst & Young Inc.
 Re: Mednow Receivership
 027042-581049

Invoice No. 8574357
 Page No. 6

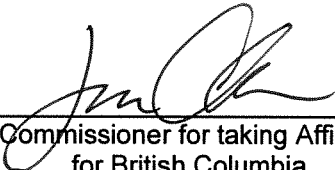
DISBURSEMENT DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Amount</u>	<u>Description</u>
04/12/23	SDZ	80.00	Court filing - HL Litigation Support - NT HL Inv 12353 Sue Danielisz
04/12/23	SDZ	100.00	Court filing - HL Litigation Support - T HL Inv 12353 Sue Danielisz
06/12/23	SDZ	0.00	Court filing - HL Litigation Support - NT HL Inv 12417 Sue Danielisz
06/12/23	SDZ	55.00	Court filing - HL Litigation Support - T HL Inv 12417 Sue Danielisz
12/12/23	SDZ	40.47	Courier / Messenger Federal Express Inv. 2-606-14111
12/12/23	SDZ	38.40	Courier / Messenger Courier - Fedex invoice - 2-607-78260
14/12/23	LWI	39.37	Courier / Messenger Federal Express Inv. 2-606-14111
15/12/23	MZ	190.00	Government Fees - (NT) VENDOR: Mastercard/Banque Nationale du Canada; INVOICE#: 20231215_2; DATE: 12/15/23 - oth gov fee and nt agents ending dec 15 2023 - m z ma

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Courier / Messenger	\$ 118.24
Y	Copies	12.25
Y	Court filing - HL Litigation Support - T	155.00
Y	Court filing - HL Litigation Support - NT	80.00
Y	Tabs	13.50
Y	Colour Copies	6.00
Y	Centro Legal - Search Fees (T)	199.50
Y	Search Fees - Agents - (T)	24.00
Y	Search Fees - BC OnLine (T)	15.50
N	Government Fees - (NT)	190.00
N	Government Fees - OnCorp (NT)	8.00
Y	Scanning	178.50
Y	Search Fees - (T)	32.00
Y	Corp Searches - Agent - OnCorp	17.05
Y	Binders - Small	25.00
	Total Disbursements	<u>\$ 1,074.54</u>

This is **Exhibit "C"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 26th day of March, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
Suite 2400, 745 Thurlow Street
Vancouver, British Columbia
V6E 0C5
Tel: 604-643-7100
Fax: 604-643-7900

Ernst & Young Inc.
1133 Melville Street
Suite 1900
Vancouver, BC V6E 4E5

Invoice No: 8575681
GST/HST Reg. No: 116532839
Date: February 20, 2024

Attention: Peter Venetsanos
Vice President

Ernst & Young Inc.
Reference: Mednow Receivership
027042-581049

For Professional Services Rendered for the period ending January 31, 2024

OUR FEES			\$	4,285.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		61.24	61.24
			\$	4,346.24
GST	Fees	\$	214.25	
	Disbursements		3.06	217.31
PST (BC)	Fees	\$	299.95	299.95
TOTAL DUE ON ABOVE-NOTED MATTER			\$	4,863.50

McCarthy Tétrault LLP

DocuSigned by:

0B38D88CABCB430...
Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8575681
Page No. 2

FEE DETAIL

<u>Date</u> (dd/mm/yy)	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
16/01/24	NST	0.10	Attend to correspondence from P. Venetsanos, L. Williams re communications with debtors and related matters.
21/01/24	ABO	0.20	Email K. Dekker re letter; review correspondence file re same.
25/01/24	NST	0.10	Attend to correspondence re stalking horse bid deposit matters.
26/01/24	NST	0.10	Attend to further correspondence re stalking horse bid deposit matters.
29/01/24	NST	0.40	Attend to correspondence re deposit and scheduling matters; attend call with L. Williams, P. Venetsanos re application for sale approval.
29/01/24	ABO	0.60	Draft letter to creditor re severance package claim; email various parties re same.
29/01/24	LWI	0.30	Attend to sale approval matters.
30/01/24	LWI	0.90	Calls re sales process and related matters; review of information required and related correspondence.
30/01/24	SDZ	2.60	Prepare draft Affidavits of N. Stewart and P. Venetsanos in support of application for professional and legal fee approvals; email correspondence with N. Stewart re same.
30/01/24	NST	2.20	Attend to correspondence with K. Brennan, P. Venetsanos re closing matters; attend to call with L. Williams, P. Venetsanos re same; review/analyze asset purchase agreement closing requirements; attend to correspondence with Purchasers' counsel, Receiver re same; attend to preliminary matters re filing preparation; attend to correspondence with S. Danielisz and K. Doumakis and provide instructions re filing preparation.
31/01/24	NST	0.10	Attend to correspondence from purchasers' counsel re court scheduling matters.

FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Bowron, Ashley	0.80
Danielisz, Susan	2.60
Stewart, Nathan	3.00
Williams, Lance	1.20
	<u>7.60</u>

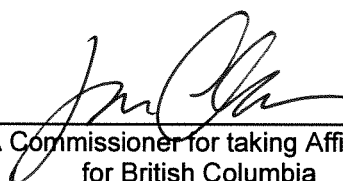
Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8575681
Page No. 3

DISBURSEMENT SUMMARY

<u>Taxable Y/N</u>	<u>Description</u>	<u>Total Cost</u>
Y	Courier / Messenger	\$ 46.24
Y	Trust Administration Fee (TAF)	15.00
	Total Disbursements	<u>\$ 61.24</u>

This is **Exhibit "D"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 26th day of March, 2024.



A Commissioner for taking Affidavits
for British Columbia



McCarthy Tétrault LLP
 Suite 2400, 745 Thurlow Street
 Vancouver, British Columbia
 V6E 0C5
 Tel: 604-643-7100
 Fax: 604-643-7900

Ernst & Young Inc.
 1133 Melville Street
 Suite 1900
 Vancouver, BC V6E 4E5

Invoice No: 8577093
 GST/HST Reg. No: 116532839
 Date: March 21, 2024

Attention: Peter Venetsanos
 Vice President

Ernst & Young Inc.
 Reference: Mednow Receivership
 027042-581049

For Professional Services Rendered for the period ending February 29, 2024

OUR FEES			\$	8,395.00
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	419.75	
	Disbursements		0.00	419.75
PST (BC)	Fees	\$	587.65	587.65
TOTAL DUE ON ABOVE-NOTED MATTER			\$	9,402.40

McCarthy Tétrault LLP

DocuSigned by:

 0B38D88CABCB430...
 Lance Williams

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions —TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8577093
Page No. 2

FEE DETAIL			
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<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
01/02/24	NST	0.10	Attend to correspondence with K. Doumakis and others re hearing scheduling matters.
04/02/24	NST	3.20	Attend to drafting and revision of: (i) Notice of Application; (ii) Sale Approval Order; and (iii) interim fee and conduct approval order; attend to correspondence with L. Williams, S. Danielisz re same; review and analyze filed materials, report, and asset purchase agreement in connection with same.
05/02/24	NST	0.40	Attend to correspondence with D. Fitzpatrick and others re application scheduling; attend to correspondence with S. Danielisz re same; draft/revise draft Notice of Application re security review matters and attend to correspondence with L. Williams re same.
05/02/24	SDZ	0.30	Revise form of Notice of Application re Sale Approval and Interim Approval.
06/02/24	SDZ	0.30	Telephone discussion with Supreme Court Scheduling re rescheduling of February 15th hearing before Justice Walker; email correspondence with N. Stewart re same.
06/02/24	LWI	0.20	Review and revise materials.
06/02/24	NST	0.30	Attend to correspondence with S. Danielisz re revisions to Notice of Application; attend to correspondence re scheduling matters (P. Venetsanos, S. Danielisz, others); attend to fee affidavit matters; correspond with L. Williams re application matters.
07/02/24	NST	0.10	Attend to correspondence re draft report and related matters.
08/02/24	NST	0.50	Attend to initial review/comments re Receiver's Report.
13/02/24	NST	0.30	Attend to correspondence with L. Williams, S. Danielisz re application matters, scheduling; attend to revisions to Notice of Application and forms of order; attend to correspondence with Receiver re application matters.
13/02/24	LWI	0.80	Review approval materials.
13/02/24	SDZ	0.30	Prepare letter to Justice Walker requesting leave to have sale approval application heard by alternate judge in his absence; email communications with Supreme Court Scheduling re same.
14/02/24	NST	0.10	Attend to correspondence with respect to scheduling matters; attend to correspondence from D. Carson (counsel to A. Reyhany) re regulatory investigation matters.
14/02/24	SDZ	0.10	Receive email from Supreme Court Scheduling re leave granted by Justice Walker for alternate judge for sale approval application.
15/02/24	SDZ	0.30	Prepare draft Insolvency Assignment Request form and submit to Supreme Court Scheduling.

Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8577093
Page No. 3

FEE DETAIL

<u>Date</u> <u>(dd/mm/yy)</u>	<u>Timekeeper</u> <u>Initials</u>	<u>Hours</u>	<u>Description</u>
15/02/24	NST	0.30	Attend to scheduling matters and correspondence re same; attend to review of records re indebtedness in connection with insolvency booking request.
15/02/24	LWI	0.30	Review materials and correspondence with court.
16/02/24	NST	0.30	Receive call from Harris & Harris and discuss closing matters; attend to correspondence re same.
19/02/24	NST	0.20	Attend to correspondence with L. Williams re closing matters; attend to preparation for closing matters.
20/02/24	NST	0.20	Attend to further review/comment with respect to receiver's report and related correspondence.
21/02/24	NST	1.10	Attend to call from D. Fitzpatrick re scheduling matters, closing matters; attend to call from L. Williams re application matters; attend to call from P. Venetsanos re various application and closing matters and attend to related APA review/analysis; attend to related scheduling correspondence and provide instructions to S. Danielisz re same.
21/02/24	LWI	0.80	Call with Receiver re status; call with N. Stewart re materials for approval and related matters.
21/02/24	SDZ	0.20	Email correspondence with N. Stewart re new March dates for application hearing re sales process matters and approval of receiver's fees and activities.
22/02/24	SDZ	0.20	Email correspondence and telephone call to Supreme Court Scheduling re alternate March hearing dates.
22/02/24	NST	0.10	Attend to correspondence with L. Williams and Receiver re closing matters; attend to scheduling correspondence.
23/02/24	NST	0.20	Attend to correspondence re transactional matters with Receiver team and L. Williams.
27/02/24	NST	0.10	Attend to scheduling issues and correspondence re same.
27/02/24	SDZ	1.40	Follow-up telephone call to Supreme Court Scheduling re assignment of insolvency judge and scheduling March hearing date; email correspondence with N. Stewart and L. Williams re same; finalize draft Affidavit of L. Williams in support of fee approval application.
28/02/24	NST	1.50	Attend to further revisions to security review memorandum and complete initial draft of same; correspond with L. Williams re same.
29/02/24	NST	0.20	Attend to correspondence with DIP lenders' counsel re closing documents.

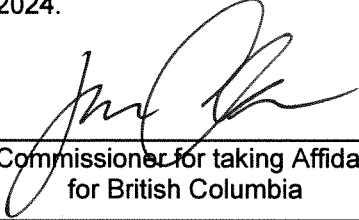
Ernst & Young Inc.
Re: Mednow Receivership
027042-581049

Invoice No. 8577093
Page No. 4

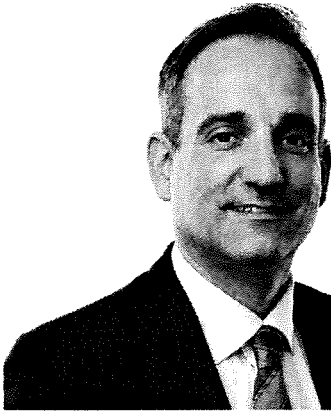
FEE SUMMARY

<u>Timekeeper Name</u>	<u>Hours</u>
Danielisz, Susan	3.10
Stewart, Nathan	9.20
Williams, Lance	2.10
	<u>14.40</u>

This is **Exhibit "E"** referred to in **Affidavit #1** of **H. Lance Williams**, sworn before me at Vancouver, British Columbia, this 26th day of March, 2024.



A Commissioner for taking Affidavits
for British Columbia



Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Bar Admission

Alberta 2007
Saskatchewan 2007
British Columbia 2008
Yukon 2015

Law School

University of Saskatchewan
York University

Industries

Banking & Financial Services
Cannabis
Global Metals & Mining
Oil & Gas
Retail & Consumer Markets (RCM)
Technology & Communications

Practices

Bankruptcy & Restructuring
Distressed Transactions
Construction
Intellectual Property
Real Estate

With experience crafting bespoke arrangements in complex bankruptcy and insolvency mandates, Lance turns restructuring into an opportunity for businesses to chart a new course.

Lance is a partner in our Bankruptcy and Restructuring group, providing clients with creative advice on complex insolvency and corporate finance matters, as well as innovative solutions to intricate restructuring issues. As a member of the British Columbia, Alberta, Saskatchewan and Yukon bars, he is uniquely situated to steer clients through cross-jurisdictional issues, possessing expertise in debt restructuring, corporate reorganizations, plans of arrangement, loan workouts, fraudulent preference actions, foreclosures, bankruptcies, and receiverships. He frequently guides companies and stakeholders through proceedings under the *Companies' Creditors Arrangement Act* and the *Bankruptcy and Insolvency Act*, acting for trustees, debtors, directors and creditors.

With experience in a diverse range of industries, Lance has advised clients operating in the technology, mining, cannabis, real estate and forestry sectors.

Lance also provides strategic advice in corporate and commercial finance, advising borrowers and lenders on domestic and multi-jurisdictional loans. Clients have included borrowers, private lenders, financial institutions, mezzanine lenders and distressed lenders on asset-backed loans, real estate financing, acquisition financing, debtor-in-possession (DIP) financing and syndicated loans. This interdisciplinary toolkit gives him unique insight into negotiations and allows him to provide consistent, nuanced, and strategic advice on clients' most novel challenges.

Recent Transactions

Transactions and matters representative of Lance's experience and skill include acting as counsel to:

Insolvency

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

- the court-appointed Monitor in the *Companies' Creditors Arrangement Act* proceedings of Mountain Equipment Co-op
- the senior secured creditor and lessor in the receivership and bankruptcy of Yukon Zinc Corporation, a zinc mine in Yukon
- a NYSE-listed international technology company in its acquisition of a distressed fitness wearables company
- a licenced cannabis producer in its restructuring under the *Companies' Creditors Arrangement Act*
- the court-appointed Monitor in the restructuring of the Ascent group of companies, Canada's first cannabis restructuring under the *Companies' Creditors Arrangement Act*
- Arthon Group of companies, including a construction company, a coal mine, and an aggregate mine in their successful restructuring under the *Companies' Creditors Arrangement Act*
- a custom footwear technology company in its restructuring and recapitalization under the *Bankruptcy and Insolvency Act*
- a national coffee retailer and roaster in its successful restructuring, reorganization and recapitalization
- a prominent glass design manufacturer in its reorganization and integration into a prominent international manufacture

Finance

- the bond trustee on a nearly \$300 million bond issuance to a copper mining group
- the syndicate lead in a \$100 million credit facility to a nationwide private mortgage lender
- a Schedule I chartered bank on numerous large construction projects by a prominent construction company
- a Schedule I chartered bank on credit facilities to a national private lender
- a Schedule I chartered bank on credit facilities to a multi-national forestry company

Lance Williams

Partner

Vancouver

lwilliams@mccarthy.ca

t. 604-643-7154

Lance is a member in several leading professional bodies working in financial restructuring and insolvency, including the Insolvency Institute of Canada, the INSOL, the International Insolvency Institute, and the Turnaround Management Association. He frequently contributes as a lecturer for the Continuing Legal Education Society of British Columbia, and previously taught insolvency law as an adjunct professor at the University of British Columbia.

Lance received a Bachelor of Commerce with Distinction from the University of Alberta in 2004 and his law degree from the University of Saskatchewan in 2006. He completed a Masters of Laws (LL.M) in 2016 at York University's Osgoode Hall Law School. He was called to the Alberta and Saskatchewan bars in 2007, the British Columbia bar in 2008 and the Yukon bar in 2015, and he is a member of those provinces respective law societies.

Publications & Insights

- Yukon Court of Appeal Clarifies Environmental Security and Third-Party Property Rights in Receivership Proceedings, (2021)
- Caught in the Rye: The Canada Grain Act, Security, Title and Insolvency Proceedings, Annual Review of Insolvency Law, (2020)
- To Vest, or Not to Vest? Royalties and the Court's Power to Extinguish Third-party Interests in Land Through a Vesting Order, (2019)
- Re-ordering Priorities: A Review of Recent Jurisprudence Regarding the Categorization of Debt vs. Equity and Equitable Subordination, Insolvency Institute of Canada, (2019)
- Substance Over Form? A Review of the Evolving Practice of Approving the Fees of Court Officers, Annual Review of Insolvency Law, (2016)
- Is That My Receivable? Annual Review of Insolvency Law, (2016)
- TLC The Land Conservancy of Canada: The Evolution of the Role of "Other" Interests in Companies' Creditors Arrangement Act Proceedings, Annual Review of Insolvency Law, (2015)
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Awards & Rankings

Chambers Global

Leading Lawyer: Restructuring/Insolvency - Canada

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Recent Experience

- **Otsuka Pharmaceutical acquires Mindset Pharma for C\$80M**
October 26, 2023
- **Newcrest Mining completes strategic equity investment in Metallic Minerals for C\$6.3M**
May 18, 2023
- **Virginia Energy Resources Inc. acquired by Consolidated Uranium**
January 24, 2023
- **Interfor Corporation issues an aggregate principal amount of US\$200M Series H senior secured notes**
December 1, 2022

Recent Insights

- **Private Equity Outlook 2023 - Top Ten Takeaways**
February 24, 2023
- **On Target: 2023 Private Equity Outlook**
January 10, 2023
- **Mining in the Courts, Vol. XII**
April 5, 2022

Events

- **Private Equity Outlook Webinar**
February 14, 2023