

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

**ORDER MADE AFTER APPLICATION
(APPROVAL AND DISCHARGE ORDER)**

BEFORE THE HONOURABLE
JUSTICE WALKER

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WEDNESDAY, THE 3RD DAY
OF APRIL, 2024

ON THE APPLICATION of the Applicant, Ernst & Young Inc. ("**EY**"), the court-appointed receiver and manager (in such capacity, the "**Receiver**") without security, of all of the assets, undertakings and property of the Respondents (collectively, the "**Debtors**"), coming on for hearing at Vancouver, British Columbia, on the 3rd day of April, 2024; AND ON HEARING Nathan Stewart, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the First Receiver's Report, dated November 30, 2023 (the "**First Report** ") and the Second Receiver's Report, dated March 26, 2024 (the "**Second Report**");

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application for this order is hereby abridged such that the Notice of Application is properly returnable today and service of the Notice of Application on any interested party is hereby dispensed with.

APPROVAL OF ACTIVITIES AND FEES

2. The Receiver's accounts for its fees and disbursements, as set out in paragraphs 80 to 82 and Appendix "D" of the Second Report, are hereby approved.
3. The accounts of the Receiver's legal counsel, McCarthy Tétrault LLP, for its fees and disbursements, as set out in paragraphs 83 to 85 and Appendix "E" of the Second Report, are hereby approved.
4. The estimated fees and disbursements of the Receiver and the Receiver's legal counsel, McCarthy Tétrault LLP, to be incurred up to and including the completion of the Transaction (as such term is defined in the Order Made After Application (Approval and Vesting Order) pronounced by the Honourable Justice Walker on even date in these proceedings (the "**Approval and Vesting Order**")), as set out in paragraphs 81 and 84 and Appendices "D" and "E" of the Second Report, are hereby approved, without the necessity of a formal passing of accounts in respect of any such fees incurred or charged after the date of this Order.
5. The Receiver's activities and conduct, as set out in the First Report, the Second Report, and in all of its other reports, supplements, affidavits, pleadings, and materials, filed in the within proceedings, and the final statement of receipts and disbursements as set out in as set out in paragraph 73 and Appendix "C" of the Second Report, are hereby ratified and approved.
6. As of the date of the Second Report, and based upon the evidence that is currently before the Court, the Receiver has satisfied (i) all of its duties and obligations as Receiver; and, (ii) its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof.

RECEIVER'S BORROWINGS CHARGE

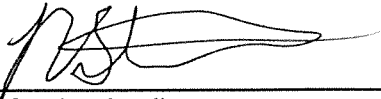
7. The maximum principal amount of the Receiver's Borrowings Charge set out in paragraph 22 of the Order pronounced in these proceedings on November 3, 2023 (the "**Receivership Order**"), as previously amended by paragraph 5 of the Order pronounced in these proceedings on December 6, 2023, is increased to \$1,512,500 from \$1,475,000, and all provisions of the Receivership Order relating to the Receiver's Borrowings Charge are amended accordingly, *mutatis mutandis*.

DISCHARGE AND RELEASE OF RECEIVER

8. Effective immediately upon the Receiver filing with this Court a certificate substantially in the form attached as **Schedule "B"** hereto (the "**Receiver's Discharge Certificate**"), confirming that (i) the Transaction (as defined in the Approval and Vesting Order) has been completed to the satisfaction of the Receiver, and (ii) all outstanding amounts secured by the Receiver's Charge (as defined in the Receivership Order) have been satisfied:
 - (a) EY, in its capacity as Receiver, is hereby discharged as receiver and manager of the Debtors and the Property;
 - (b) notwithstanding the discharge of the Receiver, the Receiver remains empowered with residual jurisdiction to take such steps and actions as it deems necessary to address any ancillary or incidental matters, as required in connection with its capacity as Receiver following the termination of the within proceedings, and EY shall continue to have the benefit of all orders made in these proceedings in relation to its capacity as Receiver; and,

- (c) EY shall be released and discharged from any and all liability that EY now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of EY while acting in its capacity as Receiver herein, and without limiting the generality of the foregoing, EY shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings.

THE FOLLOWING PARTIES APPROVE OF THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Lawyer for the Applicant
McCarthy Tétrault LLP
(Nathan Stewart)

BY THE COURT

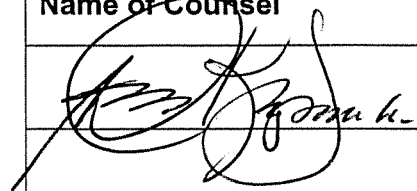


REGISTRAR



SCHEDULE "A"

LIST OF COUNSEL

Name of Counsel	Party Represented
 Frank L.	1000699590 OXITARIO INC ALIREY CORP

SCHEDULE "B"

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RECEIVER'S DISCHARGE CERTIFICATE

1. All capitalized terms used in this Receiver's Certificate and not otherwise defined shall have the meaning ascribed to them in the Order Made After Application (Approval and Discharge) pronounced by the Honourable Justice Walker of the Supreme Court of British Columbia (the "**Court**"), in the within proceedings, on April 3, 2024 (the "**Approval and Discharge Order**").
2. Pursuant to the Approval and Discharge Order, the Court provided for the discharge of the Receiver, upon the filing of this certificate by the Receiver, confirming that: (i) the Transaction (as defined in the Approval and Vesting Order) has been completed, to the satisfaction of the Receiver; and, (ii) all outstanding amounts secured by the Receiver's Charge (as defined in the Receivership Order) have been satisfied.

THE RECEIVER HEREBY CONFIRMS AND CERTIFIES THE FOLLOWING:

1. The Transaction has been completed, to the satisfaction of the Receiver.
2. All outstanding amounts secured by the Receiver's Charge have been satisfied.

DATE THIS _____ DAY OF _____, 2024

ERNST & YOUNG INC., in its capacity as the court-appointed receiver and manager of the assets, properties, and undertakings of the Respondents, and not in its personal or corporate capacity.

Per: _____
Name:
Title: