

**THE KING'S BENCH  
WINNIPEG CENTRE**

**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  
MANITOBA CLINIC MEDICAL CORPORATION AND THE MANITOBA CLINIC  
HOLDING CO. LTD.**

**(the "Applicants")**

**APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C., c. C-36, AS AMENDED**

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**MONITOR'S CERTIFICATE**

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**FILED DEC 05 2023**

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**Client File No. 1102-154**

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(the "**Applicants**")

**APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C., C. C-**

**MONITOR'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Kroft of the Manitoba Court of King's Bench (the "**Court**") dated December 1, 2022, Alvarez & Marsal Canada Inc. was appointed as the Monitor (the "**Monitor**") of Manitoba Clinic Medical Corporation ("**Medco**") and The Manitoba Clinic Holding Co. Ltd .

B. Pursuant to an Order of the Honourable Mr. Justice Chartier of the Court dated November 24, 2023, the Court approved the asset purchase agreement dated September 21, 2023 (as amended by the Amendment to the Asset Purchase Agreement dated November 2, 2023) (the "**Medco APA**") between the Monitor, in its capacity as court-appointed Monitor of Medco, as vendor, and 1439573 B.C. Ltd. (the "**BC Ltd.**"), as purchaser, and provided for the vesting in BC Ltd. of Medco's right, title and interest in and to the Medco Assets, which vesting is to be effective with respect to the Medco Assets upon the delivery by the Monitor to BC Ltd. of a certificate confirming (i) the payment by BC Ltd. of the Purchase Price for the Medco Assets; (ii) that the conditions to Closing have been satisfied or waived by the Monitor and the BC Ltd.; and (iii) the Medco Transaction has been completed to the satisfaction of the Monitor.

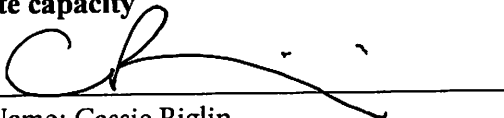
C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Medco APA.

THE MONITOR CERTIFIES the following:

1. BC Ltd. has paid and the Monitor has received the Purchase Price for the Medco Assets payable on the Closing Date pursuant to the Medco APA;
2. The conditions to Closing the Medco APA have been satisfied or waived by the Monitor and BC Ltd.; and
3. The Medco Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at 1:00 p.m. on Dec 1/23.

**Alvarez & Marsal Canada Inc., in its capacity as Monitor of Manitoba Clinic Medical Corporation and The Manitoba Clinic Holding Co. Ltd., and not in its personal or corporate capacity**

Per:



Name: Cassie Riglin

Title: Senior Vice President