

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

TRUE COPY

ORDER
(DIRECTORS' AND OFFICERS RELEASE)
DATE OF HEARING: FRIDAY, FEBRUARY 9, 2024 AT 10:00 A.M.
THE HONOURABLE MR. JUSTICE CHARTIER

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**THE KING'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE

MR. JUSTICE CHARTIER

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Friday, the 9th day of February, 2024

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

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THIS MOTION, made by Alvarez & Marsal Canada Inc. in its capacity as the court-appointed monitor (the "**Monitor**") of Manitoba Clinic Medical Corporation and The Manitoba Clinic Holding Co. Ltd. (collectively, the "**Applicants**") for an order: (i) abridging the time for service of the Monitor's notice of motion (and all other materials filed in support of the same); and (ii) releasing the Applicants' directors and officers from any and all claims that any person may have against them in their capacities as directors and officers of the Applicants arising on or after November 30, 2022, was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Seventh Report of the Monitor dated **February 6, 2024**, and on hearing the submissions of counsel for the Monitor, the Applicants, and Canadian Imperial Bank of Commerce ("**CIBC**"), no one else appearing for any other person on the service list, although properly served as appears from the affidavit of service of Shelby Braun sworn February 7, 2024; all filed:

SERVICE

1. THIS COURT ORDERS that the time for service of the Monitor's notice of motion and supporting materials is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.

INTERPRETATION

2. THIS COURT ORDERS that all capitalized terms used and not otherwise defined in this Order shall have the meanings given to them in the Amended and Restated Initial Order of the Honourable Justice Kroft dated December 1, 2022 (the "**ARIO**").

3. THIS COURT ORDERS that for the purposes of this Order:

- (a) "**CCAA**" means the *Companies' Creditors Arrangement Act* (Canada);
- (b) "**CCAA Proceedings**" means the court proceedings commenced by the Applicants in Court File No. CI 22-01-38613;
- (c) "**Claims Bar Date**" means 4:00 p.m. CST on **March 4, 2024**;
- (d) "**Court**" means the Court of King's Bench of Manitoba;
- (e) "**Directors and Officers**" means any one or more of the Applicants' directors and officers who held those positions on or after the Filing Date;
- (f) "**Excluded Claims**" means claims:
 - (i) arising before the Filing Date;
 - (ii) enumerated in sections 5.1(2) and 19(2) of the *CCAA*; and
 - (iii) claims arising from the Directors' and Officers' gross negligence or willful misconduct;
- (g) "**Filing Date**" means November 30, 2022; and
- (h) "**Released Claim**" shall exclude an Excluded Claim (as defined herein) but shall include any other claim, cause of action, or demand of any nature or

kind whatsoever of any Person against any Director and Officer arising on or after the Filing Date, whether or not such claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown with respect to any matter, action, cause, or chose in action, whether existing at present or arising or commenced in the future, for which any Director and Officer is alleged to be by statute, law, equity, or otherwise liable to pay in his or her capacity as a Director and Officer.

DIRECTORS' AND OFFICERS' RELEASE

4. THIS COURT ORDERS that, subject to paragraphs 5 - 7 of this Order, the Directors and Officers shall be and are hereby released and discharged from any and all Released Claims, and the Released Claims are hereby released, stayed, extinguished, and forever barred effective as of the Claims Bar Date without further Order of the Court.

DISPUTED CLAIMS

5. THIS COURT ORDERS that, if any Person objects to the Directors' and Officers' release from a Released Claim (hereafter, a "**Disputed Claim**"), that Person shall file and serve a sworn affidavit setting out the particulars of the Disputed Claim (with any relevant documents appended thereto as exhibits, where applicable,) (the "**Claimant's Affidavit**") on counsel for the Monitor and the members of the Service List on or before the Claims Bar Date, failing which the Directors' and Officers' release from the Disputed Claim will be effective in accordance with paragraph 4 of this Order.

6. THIS COURT ORDERS that, if a Claimant's Affidavit is delivered to the Monitor on or before the Claims Bar Date, the applicable Directors' and Officers' release from the Disputed Claim shall be unaffected by paragraph 4 of this Order pending further agreement between that Person and the Monitor or further Order of the Court in the *CCAA* Proceedings.

7. THIS COURT ORDERS that the Monitor, in consultation with CIBC and the applicable Directors and Officers, as the case may be, may attempt to resolve and settle any Disputed Claim.

GENERAL PROVISIONS

8. THIS COURT ORDERS that the Applicants, the Directors and Officers, their respective agents and representatives, and any other Person given notice of this Order shall fully cooperate with the Monitor in the discharge of its duties and obligations under this Order.

9. THIS COURT ORDERS that, in carrying out the terms of this Order, the Monitor shall have all of the protections given to it by the CCAA, ARIQ, and other Orders of the Court in the CCAA Proceedings, including the stay of proceedings in its favour.

10. 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, 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.

February 9, 2024


CHARTIER, J.