

COURT FILE
NUMBER

1639 of 2015

**COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE

SASKATOON

PLAINTIFF

GOLDEN OPPORTUNITIES FUND INC.

DEFENDANTS

PHENOMENOME DISCOVERIES INC. and PHENOMENOME
LABORATORY SERVICES INC.

EFFECTIVE AS OF MARCH 22, 2019

**IN THE MATTER OF THE RECEIVERSHIP OF PHENOMENOME DISCOVERIES INC. AND
PHENOMENOME LABORATORY SERVICES INC.**

ORDER

(Distribution and Discharge of Receiver, among other Relief)

Before the Honourable Madam Justice A.R. Rothery in Chambers the 22nd day of March, 2019.

UPON THE APPLICATION of Ryan Zahara and James Reid, counsel on behalf of FTI Consulting Canada Inc. (the "**Receiver**"), the receiver and manager of the assets, undertakings and properties (collectively, the "**Property**") of Phenomenome Discoveries Inc. ("**PDI**") and Phenomenome Laboratory Services Inc. ("**PLSI**" and together with PDI, collectively, "**Phenomenome**");

AND UPON reading the Notice of Application dated March 11, 2019, the Fifth Report of the Receiver (the "**Fifth Report**") dated March 11, 2019, and the proposed draft Order, filed; and the pleadings and proceedings herein;

AND UPON hearing from counsel for the Receiver and any other counsel in attendance at the Application;

The Court Orders:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good, timely and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that time actually given.

ACCOUNTS & ACTIVITIES OF RECEIVER

2. The professional fees and disbursements of the Receiver, as set out in the Fifth Report (including the fees and disbursements necessary to finalize the receivership), are hereby approved without the necessity of a formal passing of its accounts.

3. The professional fees and disbursements of the Receiver's legal counsel, Blake, Cassels & Graydon LLP, and the Receiver's filing agent, as set out in the Fifth Report (including the fees and disbursements necessary to finalize the receivership), are hereby approved without the necessity of a formal assessment of its accounts.

4. All activities, actions and proposed courses of action of the Receiver (collectively, the "**Actions of the Receiver**") to date in relation to the discharge of its duties and mandate as receiver of the Property pursuant to the Orders of this Honourable Court in these proceedings (collectively, the "**Receiver's Mandate**"), as such Actions of the Receiver are more particularly described in the Fifth Report and all of the Receiver's other reports filed in these proceedings, shall be and are hereby approved, ratified and confirmed.

5. The Receiver's statement of receipts and disbursements from February 26, 2016 to March 8, 2019, as set out in the Fifth Report, are hereby approved, ratified and confirmed.

INTERIM & FINAL DISTRIBUTIONS

6. The Receiver is authorized to maintain a holdback of \$15,000 on account of further fees and disbursements of the Receiver and its legal counsel, and to apply from time to time the amounts so held back against such further fees and disbursements (without the requirement of taxation or passing of accounts), and the Receiver is authorized and directed to make interim and final distributions to Med-Life Discoveries LP, as described in the Fifth Report.

DISCHARGE

7. Upon payment of the amounts set out in paragraph 6 of this Order, and upon the Receiver filing a certificate, in substantially the form attached to this Order as **Appendix A**, certifying that it has completed all remaining outstanding activities specifically identified in paragraph 6 of this Order and any other administrative tasks set out in the Fifth Report, which activities shall be deemed included in the Receiver's Mandate, the Receiver shall be discharged as Receiver of the Property, provided that notwithstanding its discharge herein:

- (a) the Receiver shall remain Receiver for the performance of such routine administrative tasks as may be required to complete the administration of the receivership herein; and
- (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of FTI Consulting Canada Inc. in its capacity as Receiver.

8. It is hereby adjudged and declared that, based upon the evidence that is currently before this Honourable Court in regard to the Actions of the Receiver:

- (a) the Receiver has acted honestly and in good faith, and has dealt with the Property and carried out the Receiver's Mandate in a commercially reasonable manner;
- (b) the Receiver has satisfied all of its duties and obligations pursuant to the Receiver's Mandate;
- (c) the Receiver shall not be liable for any act or omission, including, without limitation, any act or omission arising from, relating to or in connection with its discharge of the Receiver's Mandate, save and except for any liability arising out of fraud, gross negligence or willful misconduct on the part of the Receiver;
- (d) the Receiver has never had and shall not in the future have any liability in regard to any act or omission of the Debtor, including, without limitation, in relation to the business of the Debtor, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by the Debtor; and
- (e) no person shall commence an action or proceeding asserting a claim against the Receiver arising from, relating to or in connection with its discharge of the Receiver's Mandate without first obtaining an Order of this Honourable Court (on notice to the Receiver) granting such person leave to commence such action or proceeding, and any such action or proceeding commenced without such leave being obtained is a nullity.

9. Subject to the foregoing, any claims against the Receiver in connection with the Receiver's Mandate are hereby stayed, extinguished and forever barred.

GENERAL

10. Notwithstanding the discharge of the Receiver, the Receiver is hereby granted leave to apply to this Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.

11. This Order shall have full force and effect in all Provinces and Territories in Canada, outside Canada and against all Persons against whom it may be enforceable.

12. 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 Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

13. Service of this Order on any party not attending this application is hereby dispensed with. Parties attending this application shall be served in accordance with the Electronic Case Information and Service Protocol adopted in the Receivership Order.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 22nd day of March, 2019.

K. VOLK
DEPUTY LOCAL REGISTRAR

Deputy Local Registrar

This Order was delivered by:

Blake, Cassels & Graydon LLP
Barristers & Solicitors
Unit 3500, 855 2 Street SW
Calgary, AB T2P 4J8

Address for Service:	As above
Lawyer:	Ryan Zahara / James Reid
Telephone:	403-260-9628 / 403-260-9731
Facsimile:	403-260-9700

TO: Local Registrar, Judicial Centre of Saskatoon

AND TO: The plaintiff, Golden Opportunities Fund Inc.

AND TO: Those parties listed on the Service List attached to the Application as Schedule "A"

Appendix "A"

Form of Receiver's Discharge Certificate

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JUDICIAL CENTRE **SASKATOON**

PLAINTIFF **GOLDEN OPPORTUNITIES FUND INC.**

DEFENDANTS **PHENOMENOME DISCOVERIES INC. and
PHENOMENOME LABORATORY SERVICES INC.**

EFFECTIVE AS OF [DATE]

**IN THE MATTER OF THE RECEIVERSHIP OF PHENOMENOME DISCOVERIES INC. AND
PHENOMENOME LABORATORY SERVICES INC.**

Receiver's Discharge Certificate

This Receiver's Certificate is the Receiver's Certificate referred to in paragraph 7 of the Order of the Honourable Madam Justice A.R. Rothery dated March 22, 2019 (the "**Discharge Order**"), in these proceedings. Capitalized terms used herein and not otherwise defined have the meanings given to them in the Discharge Order.

Pursuant to an Order of the Honourable Mr. Justice B.J. Scherman (the "**Receivership Order**"), FTI Consulting Canada Inc. was appointed as receiver and manager (the "**Receiver**") of the property, assets and undertaking of Phenomenome Discoveries Inc. and Phenomenome Laboratory Services Inc. (collectively, the "**Debtors**").

Pursuant to the Discharge Order the Receiver was discharged as the Receiver of the Debtors, to be effective upon the filing by the Receiver with the Court of a Receiver's Discharge Certificate confirming that the Receiver's Mandate has been completed to the satisfaction of the Receiver.

THE RECEIVER HEREBY CERTIFIES THAT:

- (a) the Receiver's Mandate has been completed to the satisfaction of the Receiver;
- (b) all funds in the receivership were received and distributed as described in the Statement of Receipts and Disbursements described in the Fifth Report, with the exception of any minor discrepancies as compared to the estimated future amounts;

- (c) all documents, accounting records and other papers, records and information related to the business or affairs of Phenomenome have been provided to the purchaser of the assets of the Debtors by the Receiver; and
- (c) all remaining administrative tasks, as described in the Fifth Report, have been completed by the Receiver.

FTI CONSULTING CANADA INC., in its capacity as the Court-appointed receiver and manager of the undertaking, property and assets of **PHENOMENOME DISCOVERIES INC.** and **PHENOMENOME LABORATORY SERVICES INC.** and not in its personal or corporate capacity

Per: _____

Name:

Title: