

FILED IN THE COURT OF
LOCAL REGISTRAR THE 2
DAY OF Nov 20 16
DEPUTY LOCAL REGISTRAR

RECEIVER'S CERTIFICATE

Q.B. No. 1639 of 2016

IN THE COURT OF QUEEN'S BENCH OF SASKATCHEWAN
JUDICIAL CENTRE OF SASKATOON

BETWEEN:

FTI CONSULTING CANADA INC., solely in its capacity as court-appointed receiver and manager of all of the assets, undertakings and properties of PHENOMENOME DISCOVERIES INC. and PHENOMENOME LABORATORY SERVICES INC. and not in its personal or corporate capacity

Applicant

- and -

PHENOMENOME DISCOVERIES INC. and
PHENOMENOME LABORATORY SERVICES INC.

Respondents

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

RECEIVER'S CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Mr. Justice B. J. Scherman of the Court of Queen's Bench of Saskatchewan Judicial District of Saskatoon (the "**Court**") dated February 25, 2016 (the "**Receivership Order**") FTI Consulting Canada Inc. was appointed as the receiver and manager (in such capacity and not in its personal or corporate capacity, the "**Receiver**") of all of the assets, undertakings and properties of Phenomenome Discoveries Inc. ("**PDI**") and Phenomenome Laboratory Services Inc. ("**PLSI**" and together with PDI, the "**Company**").
- B. Pursuant to an Order of the Court dated September 26, 2016, (the "**Sale Approval Order**") the Court approved the Purchase and Sale Agreement dated August 22, 2016, as amended by the Amending Agreement dated October 26, 2016 (and as may be further amended, restated, modified or supplemented, the "**Sale Agreement**") and made between the Receiver as vendor for and on behalf of the Company, and not in its personal or corporate capacity, and Med-Life Discoveries LP, as purchaser, by its general partner Med-Life Discoveries GP Inc. (and together with its permitted assigns under the Sale Agreement, the "**Purchaser**") and provided for the vesting in the Purchaser of all of the

right, title and interest of the Receiver and the Company in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the conditions to closing set out in Sections 8.1 and 8.2 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser, and (ii) subject to the delivery of this Certificate, the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Approval Order.

THE RECEIVER CERTIFIES the following:

1. The conditions to closing as set out in Sections 8.1 and 8.2 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser.
2. Subject to the delivery of this Certificate, the Transaction has been completed to the satisfaction of the Receiver.

THIS CERTIFICATE was delivered by the Receiver at ~~2:01 AM~~ on November 1, 2016.

FTI CONSULTING CANADA INC., solely in its capacity as court-appointed receiver and manager of all of the assets, undertakings and properties of **PHENOMENOME DISCOVERIES INC.** and **PHENOMENOME LABORATORY SERVICES INC.** and not in its personal or corporate capacity



Name: Jamie Enger
Title: Managing Director