

FILED IN THE OFFICE OF THE  
LOCAL REGISTRAR, THE 13<sup>th</sup>  
DAY OF July 2016  
Clerk's stamp: [Signature]  
DEPUTY LOCAL REGISTRAR

COURT FILE NUMBER Q.B. 1639 of 2015

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

JUDICIAL CENTRE SASKATOON

APPLICANT GOLDEN OPPORTUNITIES FUND INC.

RESPONDENTS PHENOMENOME DISCOVERIES INC. and  
PHENOMENOME LABORATORY SERVICES INC.

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

**NOTICE OF APPLICATION**

**NOTICE TO ALL RESPONDENTS – ALL PERSONS NAMED ON THE SERVICE LIST FOR  
THESE PROCEEDINGS ATTACHED AT SCHEDULE "A" HERETO (THE "SERVICE LIST")**

This application is made against you. You are a respondent. You have the right to state your side of  
this matter before the Court.

To do so, you must be in Court when the application is heard as shown below

Where: Court House, 520 Spadina Crescent East,  
Saskatoon, Saskatchewan, S7K 3G7  
Date: Monday, July 18, 2016  
Time: 1:30 p.m.

**Remedy claimed or sought:**

1. FTI Canada Consulting Inc., in its capacity as court-appointed receiver (the "**Receiver**") of Phenomenome Discoveries Inc. ("**PDI**") and Phenomenome Laboratory Services Inc. ("**PLSI**" and together with PDI, the "**Company**"), seeks an order substantially in the form attached hereto as Schedule "**B**":
  - (a) abridging the time for service of this application and declaring that this motion is properly returnable today, if necessary, and further service of this Application, other than to those listed on the Service List is hereby dispensed with;

- (b) approving the actions, conduct and activities of the Receiver as outlined in the Second Report of the Receiver (the "**Second Report**") dated July 13, 2016;
  - (c) approving the Receiver's Statement of Receipts and Disbursements for the period from February 25, 2016 to July 8, 2016 as set out in the Second Report;
  - (d) sealing the Confidential Supplement to the Second Report dated July 13, 2016 (the "**Confidential Supplement**") and the appendices thereto, on the Court file; and
  - (e) such further and other relief as counsel may request and this Honourable Court may deem appropriate.
2. Additionally, the Receiver is seeking advice and direction in respect of the proposed disclaimer of the agreement (the "**MLD Agreement**") that is the subject of the MLD Dispute (as defined in the Second Report) or, in the alternative, an appropriate resolution to the MLD Dispute as set out in the Confidential Supplement.

**Grounds for making this application:**

3. The grounds upon which the Receiver relies in making the within Application are as follows:

***The Receivership Proceedings:***

- (a) on February 25, 2016, the Company became subject to these receivership proceedings pursuant to an Order granted by the Honourable Mr. Justice B.J. Scherman (the "**Receivership Order**");
- (b) pursuant to the Receivership Order, the Receiver was authorized to, *inter alia*, market any or all of the Property (as defined in the Receivership Order), sell the Property or any parts thereof, and apply for any vesting order necessary to convey the Property or any parts thereof, free and clear of any liens or encumbrances;
- (c) on May 2, 2016, the Receiver obtained court approval of the sales procedures (the "**Sales Procedures**") set out in the First Report of the Receiver filed April 11, 2016 (the "**First Report**");
- (d) since receiving the Court's approval of the sales procedures, the Receiver has conducted an extensive marketing process, as described in detail in the Second

Report, in order to sell the business of the Company on a basis which maximizes any proceeds of sale;

***The MLD Agreement:***

- (e) PDI and Med-Life Discoveries LP by its general partner Med-Life Discoveries GP Inc. ("MLD") entered into the MLD Agreement made effective June 30, 2015;
- (f) pursuant to the MLD Agreement, MLD acquired an interest in certain drug assets and diagnostic test assets (the "**Revenue Assets**"), whereby PDI continues to own the Revenue Assets and MLD's Revenue Interests consist of an approximate 50% ownership interest in the revenue generated from the Revenue Assets;
- (g) the Receivership Order provides that the Receiver is authorized and empowered to, among other things, disclaim contracts;
- (h) additional details surrounding the MLD Dispute are set out in the Confidential Supplement; and
- (i) as a result, the Receiver requires a determination as to whether it can disclaim the MLD Agreement or some other resolution can be reached with MLD in respect of the MLD Dispute.

**Material or evidence to be relied on:**

- 4. The Receiver intends to rely upon the following materials:
  - (a) Receivership Order, filed;
  - (b) First Report of the Interim Receiver dated January 19, 2016, filed;
  - (c) First Report, filed;
  - (d) Confidential Appendix I to the First Report;
  - (e) Second Report, filed;
  - (f) Confidential Supplement;
  - (g) pleadings and proceedings herein; and

- (h) such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable Rules:**

- 5. The Receiver will rely upon and refer to the following during the making of the Application:
  - (a) *The Queen's Bench Rules*, as amended; and
  - (b) such further and other Rules as counsel may advise and this Honourable Court may permit.


**Applicable Acts and Regulations:**

- 6. The Receiver will rely upon and refer to the following during the making of the Application:
  - (a) the provisions of the *Bankruptcy & Insolvency Act*, RSC 1985, c B-3, as amended;
  - (b) *The Queen's Bench Act, 1998*, SS 1998, c Q-1.01; and
  - (c) such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

DATED at Saskatoon, Saskatchewan, this 13<sup>th</sup> day of July, 2016.

**BLAKE, CASSELS & GRAYDON LLP, Agents and  
Solicitors for FTI CONSULTING CANADA INC.**

per:

  
Ryan Zahara

Counsel to FTI Consulting Canada Inc.

**NOTICE**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**CONTACT INFORMATION AND ADDRESS FOR SERVICE**

Name of firm:	Blake, Cassels & Graydon LLP
Lawyer in charge of file:	Ryan Zahara
Address of firm:	3500, 855 – 2 <sup>nd</sup> Street SW, Calgary, Alberta T2P 4J8
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File number:	729294/11

**Schedule "A"**

**Service List**

(see attached)

**Schedule "B"**  
**Form of Order**  
(see attached)

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

FILED IN THE OFFICE OF THE  
 LOCAL REGISTRAR, THE 13th  
 DAY OF July 2016  
 DEPUTY LOCAL REGISTRAR

BETWEEN:

**GOLDEN OPPORTUNITIES FUND INC.**

Plaintiff  
 (Applicant)

- and -

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

Defendant  
 (Respondent)

**SERVICE LIST**

**(Updated as of July 6, 2016)**

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COURT FILE NUMBER 1639 of 2015  
COURT OF QUEEN'S BENCH FOR SASKATCHEWAN  
JUDICIAL CENTRE SASKATOON  
PLAINTIFF GOLDEN OPPORTUNITIES FUND INC.  
DEFENDANT PHENOMENOME DISCOVERIES INC. and  
PHENOMENOME LABORATORY SERVICES INC.

FILED IN THE OFFICE OF THE  
LOCAL REGISTRAR, THE 13<sup>th</sup>  
DAY OF July 2016  
DEPUTY LOCAL REGISTRAR

IN THE MATTER OF THE RECEIVERSHIP OF PHENOMENOME DISCOVERIES INC.

**ORDER**  
**(Approval of the Second Report)**

Before the Honourable Mr. Justice G.A Meschishnick the 18<sup>th</sup> day of July, 2016.

Upon the application of Ryan Zahara, counsel on behalf of FTI Consulting Canada Inc. (the "Receiver"), and upon hearing from Ryan Zahara on behalf of the Receiver, counsel for Med-Life Discoveries LP and Med-Life Discoveries GP Inc. (collectively, "MLD"), and upon hearing from counsel on behalf of all other parties present, and on reading the Notice of Application on behalf of the Receiver filed on July 13, 2016, the First Report of the Interim Receiver dated January 19, 2016, the First Report of the Receiver filed on April 11, 2016, the Second Report of the Receiver filed on July 13, 2016 (the "Second Report"), the Confidential Supplement to the Second Report (the "Confidential Supplement"), and the pleadings and proceedings herein;

**The Court Orders:**

1. The time for service of the Receiver's Notice of Application and the materials filed in support thereof is hereby declared to be good 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 actually given.
2. Unless otherwise defined herein, all capitalized terms shall have the meaning given to them in the Second Report.

**Approval of the Receiver's Actions:**

3. The actions, conduct and activities of the Receiver to date, as outlined in the Second Report, are hereby authorized and approved.



4. The Receiver's Statement of Receipts and Disbursements for the period from February 25, 2016 to July 8, 2016, as set out in the Second Report, are hereby authorized and approved.

**Sealing:**

5. The Clerk of the Court shall file the Confidential Supplement, and the appendix thereto, in a sealed envelope attached to a notice that sets out the style of cause of these proceedings and states that:

THIS ENVELOPE CONTAINS CONFIDENTIAL MATERIALS FILED BY FTI CONSULTING CANADA INC. IN ITS CAPACITY AS THE COURT-APPOINTED RECEIVER OF THE ASSETS, UNDERTAKINGS AND PROPERTIES OF PHENOMENOME DISCOVERIES INC. AND PHENOMENOME LABORATORY SERVICES INC.; and

THE CONFIDENTIAL MATERIALS ARE SEALED UNTIL FURTHER ORDER PURSUANT TO THE SEALING ORDER ISSUED BY THE HONOURABLE MR. JUSTICE B.J. SCHERMAN ON JULY 18, 2016.

**Service of This Order**

6. This Order must be served only upon those parties listed in the Service List attached hereto as Schedule "A" and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
7. Service of this Order on any other party not on the Service List is hereby dispensed with.

**ISSUED** at the City of Saskatoon, in the Province of Saskatchewan, this 18th day of July, 2016.

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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  
Telephone:                       403-260-9628  
Facsimile:                        403-260-9700

- TO:**                    Local Registrar, Judicial Centre of Saskatoon
- AND TO:**            The applicant, Golden Opportunities Fund Inc.
- AND TO:**            The respondents, Phenomenome Discoveries Inc. and Phenomenome  
Laboratory Services Inc.
- AND TO:**            Those parties listed on the Service List attached hereto as Schedule "A"

**Schedule "A"**

**Service List**

(see attached)

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

BETWEEN:

**GOLDEN OPPORTUNITIES FUND INC.**

Plaintiff  
 (Applicant)

- and -

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

Defendant  
 (Respondent)

**SERVICE LIST**

**(Updated as of July 6, 2016)**

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