

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE

)

WEDNESDAY, THE 3rd

JUSTICE OSBORNE

)

DAY OF APRIL, 2025

)

B E T W E E N:

NUANCE PHARMA LTD.

Applicant

- and -

**1001138302 ONTARIO INC.
(formerly ANTIBE THERAPEUTICS INC., in receivership)**

Respondent

**IN THE MATTER OF AN APPLICATION UNDER SECTION 101 OF THE
COURTS OF JUSTICE ACT**

**INTERIM DISTRIBUTION ORDER
(Approving Interim Distribution)**

THIS MOTION, made by FTI Consulting Canada Inc. in its capacity as the Court-appointed receiver and manager (in such capacity, the "**Receiver**") without security, of all of the present and future assets, undertakings, and real and personal property of 1001138302 Ontario Inc. ("**ResidualCo**", and formerly Antibe Therapeutics Inc., in receivership), was heard this day via Zoom videoconference at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Receiver dated March 26, 2025, the First Supplemental Report to the Second Report of the Receiver dated March 26, 2025 (the "**First**

Supplemental Report”), the Second Report of the Receiver dated January 15, 2025 (the “**Second Report**”), and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the Service List, as appears from the affidavit of service of Dannallyn Salita, sworn and filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record herein is hereby abridged and validated such that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein have the meaning ascribed to them in the First Supplemental Report and the Second Report, as the case may be.

DISTRIBUTIONS GENERALLY

3. **THIS COURT ORDERS** that the Receiver is hereby authorized to take all reasonably necessary steps and actions to affect the Interim Distribution (defined below) in accordance with the provisions of this Order.

HOLDBACK RESERVE

4. **THIS COURT ORDERS** that the Receiver is authorized and directed to establish, hold, and maintain a reserve in the amount of \$2.5 million (the “**Holdback Reserve**”) from ResidualCo’s existing cash-on-hand due to realizations by the Receiver during the Receivership, which includes the net sale proceeds of the Transaction, on account of:
 - (a) estimated costs to complete the administration of the Receivership, including operating disbursements, professional fees, and a contingency amount;

- (b) bankruptcy costs, if so required; and
- (c) the Unresolved Claims.

INTERIM DISTRIBUTION

5. **THIS COURT ORDERS** that, subject to the Receiver maintaining the Holdback Reserve, the Receiver is hereby authorized and directed, without personal or corporate liability whatsoever to any Person or entity, including without limitation any governmental body or taxation authority, and without further Order of this Court, to make the following interim distributions (collectively, the “**Interim Distribution**”), as further set out in the First Supplemental Report:

- (a) \$2,000.00 to Claimants with priority Proven Claims;
- (b) \$17.765 million to Claimants with unsecured Proven Claims on a *pro rata* basis; and
- (c) amounts from the Holdback Reserve to Claimants with Unresolved Claims which, if as assessed by the Receiver, become Proven Claims,

as soon as practicable after the granting of this Order.

6. **THIS COURT ORDERS** that the Receiver is hereby authorized to take all reasonable and necessary steps and actions to effect the Interim Distribution in accordance with the provisions of this Order, and shall not incur any liability whatsoever as a result of making the Interim Distribution.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;

- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”) or other applicable legislation in respect of ResidualCo and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of ResidualCo; and
- (d) any provisions of any federal or provincial legislation,

any payment or amount constituting part of the Interim Distribution made pursuant to this Order shall be final, irreversible, and binding on any trustee in bankruptcy that may be appointed in respect of ResidualCo, and shall not be void or voidable by creditors of ResidualCo, nor shall they constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation, nor shall they be reversible in any manner generally.

GENERAL

- 8. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.
- 9. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver and its agents 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.
11. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. Toronto Time on the date of this Order and is enforceable without the need for entry and filing.
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AND

1001138302 ONTARIO INC.
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Applicant

Respondent

Court File No.: CV-24-00719237-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

INTERIM DISTRIBUTION ORDER
(Approving Interim Distribution)

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