

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE)
JUSTICE L. SHEARD)

MONDAY, THE 15TH
DAY OF JUNE, 2020

B E T W E E N:

(Court Seal)

CANADIAN IMPERIAL BANK OF COMMERCE

Applicant

and

AMAX HEALTH INC.

Respondent

DISCHARGE ORDER

THIS MOTION, made by RSM Canada Limited (the **Receiver**), in its capacity as Court-Appointed Receiver, without security, of all of the assets, undertaking and properties of Amax Health Inc. (the **Debtor**) acquired for, or used in relation to a business carried on by the Debtor, was read this day at the court house, 45 Main Street E., Hamilton, Ontario, L8N 2B7.

ON READING the Notice of Motion, the Order of the Honourable Justice Parayeski, dated June 4, 2019 (the **Appointment Order**), the First, Second and Third Reports of the Receiver, dated July 17, 2019, August 22, 2019 and October 17, 2019 respectively, as well as the Fourth Report of the Receiver, dated June 8, 2020 (the **Fourth Report**), no one appearing for the moving party or for any other person on the Service List, although properly served as appears from the Affidavit of Service, filed, this motion proceeding on an unopposed basis,

1. THIS COURT ORDERS AND DECLARES that any requirement for service of the Notice of Motion, the Fourth Report and Motion Record be and is hereby abridged, that the Motion is properly returnable today and all parties requiring notice of this Motion have been duly served and that service on all parties is hereby validated and any further service is hereby dispensed with.

2. THIS COURT ORDERS that the conduct, activities and actions of the Receiver as set out in the Fourth Report together with the Fourth Report are hereby authorized and approved.

3. THIS COURT ORDERS that the Receiver's Statement of Receipts and Disbursements, as detailed in the Fourth Report, are hereby approved.

4. THIS COURT ORDERS that the Receiver's fees and disbursements, those of its counsel, Scarfone Hawkins LLP, together with the Receiver's and its counsel's estimates of fees to complete the receivership administration, along with the fees and disbursements of the Receiver's independent counsel, Norton Rose Fulbright Canada LLP and Alloway and Associates Professional Corporation as detailed in the Fourth Report, are hereby approved and the Receiver is authorized to pay the same.

5. THIS COURT ORDERS that upon the Receiver filing a certificate with the Court certifying that it has completed the Remaining Duties as defined in the Fourth Report, such certificate to be in accordance with the Schedule "A" to this Order, the Receiver shall be discharged as Receiver of the Property of the Debtor (as defined in the Appointment Order), provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties 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 this proceeding, including all approvals, protections and stays of proceedings in favour of RSM Canada Limited in its capacity as Receiver.

6. THIS COURT ORDERS that the Receiver is hereby authorized to transfer to the Debtor's bankruptcy estate (i) all funds remaining in the Receiver's trust account upon its discharge; and (ii) any funds receive by the Receiver subsequent to its discharge.

7. THIS COURT ORDERS that RSM Canada Limited be released and discharged from any and all liability that RSM Canada Limited now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of RSM Canada Limited, prior to the date of this Order, while acting in its capacity as Receiver herein save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, RSM Canada Limited is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings prior to the date of this Order, including any claims made as against the proceeds that have been distributed by RSM Canada Limited as determined or otherwise approved by the Court, save and except for any gross negligence or wilful misconduct on the Receiver's part.



(Signature of Judge)

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

CANADIAN IMPERIAL BANK OF COMMERCE

Applicant

and

AMAX HEALTH INC.

Respondent

RECEIVERS' CERTIFICATE OF COMPLETION

1. The Receiver hereby certifies that it has completed the Remaining Duties as defined in the Fourth Report of the Receiver dated June 8, 2020.

DATED: _____, 2020.

RSM CANADA LIMITED, in its capacity as Court-Appointed Receiver of the assets, undertakings and properties of Amax Health Inc. and not in its personal capacity.

BRYAN A. TANNENBAUM
FCPA, FCA, FCIRP, LIT
President

CANADIAN IMPERIAL BANK OF COMMERCE
Applicant

-and- **AMAX HEALTH INC.**
Respondent

Court File No. 19-69485

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT HAMILTON

DICHARGE ORDER

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Lawyers for the Receiver, RSM Canada Limited
RCP-E 4C (May 1, 2016)