

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE *Mr.*)
JUSTICE *M. D. Parayeski*)

THURSDAY, THE 25TH
DAY OF JULY, 2019

BETWEEN:



CANADIAN IMPERIAL BANK OF COMMERCE
and
AMAX HEALTH INC.
Applicant
Respondent

ORDER

THIS MOTION, made by RSM Canada Limited, in its capacity as Court-Appointed Receiver of all of the assets, property and undertaking of Amax Health Inc. (the "Receiver"), for an Order approving the conduct of the Receiver as described in the First Report of the Receiver, dated July 17, 2019 (the "First Report") and authorizing interim and/or final distributions from current and future realizations to the Applicant, Canadian Imperial Bank of Commerce ("CIBC"), together with other relief, was heard this day at the court house, 45 Main Street E., Hamilton, Ontario, L8N 2B7.

ON READING the Notice of Motion and the First Report, both of which are filed, and on hearing submissions of counsel for the Receiver and such other counsel as may appear,

1. THIS COURT ORDERS that the time for service and filing of this notice of motion and motion record is hereby abridged such that the motion is properly returnable today and the requirement for service of the notice of motion and motion record upon any other party is dispersed with.
2. THIS COURT ORDERS that the First Report is both accepted and approved by this Honourable Court.
3. THIS COURT ORDER that the conduct, activities and actions of the Receiver as set out in the First Report are both authorized and approved.
4. THIS COURT ORDERS that the Receiver's interim Statement of Receipt & Disbursements as at July 11, 2019 as detailed in the First Report are approved.
5. THIS COURT ORDERS that the Receiver's Confidential Information Memorandum, dated June 25, 2019, as described in the First Report is hereby sealed and shall be segregated from other documents filed in connection with this motion and shall be provided to the Court in a sealed envelope identifying the action and prominently marked with the following legend:

"CONFIDENTIAL INFORMATION"

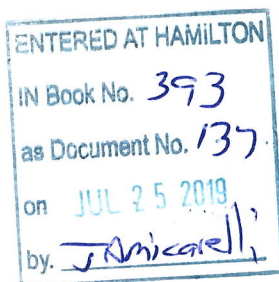
Pursuant to an Order, dated July 25, 2019 (the "Order"), this envelope shall remain sealed in the court file and shall not be opened until further order of the Court.

and the sealed envelope shall be sealed until further order of the Court. Upon the Court making such further order under this paragraph, the Receiver shall forthwith advise the

Service List by email of the order, and shall provide a copy of the Confidential Information Memorandum to any party who requests it.

6. THIS COURT ORDERS that the Receiver is hereby authorized from time to time to make interim and/or final distributions to the Applicant, Canadian Imperial Bank of Commerce ("CIBC") up to the amount of the indebtedness of Amax to CIBC, including any interest thereon, upon the Receiver's receipt of an independent legal opinion confirming the validity, enforceability and priority of CIBC's security interest over the assets, property and undertaking of Amax in the provinces of Alberta and Quebec.

7. THIS COURT ORDERS that the Receiver's fees and disbursements for the period of May 23, 2019 to June 28, 2019 and the fees and disbursements of its counsel, Scarfone Hawkins LLP, for the period of June 5, 2019 to July 10, 2019 as detailed in the First Report, are approved and the Receiver is authorized to pay them.




(Signature of Judge)

RCP-E 59A (July 1, 2007)

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

ORDER

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RCP-E 4C (May 1, 2016)