



Share Trust be and shall remain subject to these proceedings; and (v) approving the Second Report of the Receiver dated May 17, 2022 (the “**Second Report**”) and the activities as described therein, was heard this day by judicial videoconference via Zoom at Toronto, Ontario.

Capitalized terms used herein but otherwise undefined shall have the respective meanings given to them in the Second Report (as defined below).

**ON READING** the Second Report and on hearing the submissions of counsel for the Receiver, and any other parties appearing listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Shaun Parsons sworn May 20, 2022 filed:

### **SERVICE**

1. **THIS COURT ORDERS** that the time and method for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

### **RVO TRANSACTION**

2. **THIS COURT ORDERS** that all of the right, title and interest in and to all of the assets of Pulse, if any, other than the constating documents and corporate minute book of Pulse, and all Liabilities (as defined below) and Encumbrances (as defined below) in, of, or in any way affecting, or relating to, Pulse and/or the Pulse Shares shall vest absolutely and exclusively without recourse in and to Family Pharmacy.

3. **THIS COURT ORDERS** that: (i) all rights, claims, liabilities (including tax liabilities), debts, obligations, expenses, costs, damages, judgements, indebtedness and other financial or monetary claims, arising in the past, present and/or future, (whether contractual, statutory, or otherwise), of any kind or nature whatsoever, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, secured or unsecured, liquidated or unliquidated, matured or unmatured, perfected or unperfected, filed or unfiled, registered or unregistered, or due or not due yet in law or equity and whether based on statute or otherwise (collectively, the “**Liabilities**”); and (ii) all security interests, liens, charges, pledges, encumbrances, mortgages, servitudes, easements, title retention agreements, demands, trusts, deemed trusts, rights of

distrain, hypothecs, and levies, arising in the past, present and/or future, (whether contractual, statutory, or otherwise), of any kind or nature whatsoever, whether direct or indirect, known or unknown, absolute or contingent, accrued or unaccrued, secured or unsecured, liquidated or unliquidated, matured or unmatured, perfected or unperfected, filed or unfiled, registered or unregistered, or due or not due yet, in law or equity and whether based on statute or otherwise (collectively, the “**Encumbrances**”), in, of, or in any way affecting, or relating to, Pulse and/or the Pulse Shares shall be transferred to, assumed by and vest absolutely and exclusively in Family Pharmacy and shall no longer be obligations of Pulse and/or the Pulse Shares and Pulse and the Pulse Shares is each hereby forever released and discharged from all of the Liabilities and Encumbrances vesting in Family Pharmacy.

4. **THIS COURT ORDERS** that any person that had a Liability or Encumbrance against Pulse and/or the Pulse Shares shall no longer have such Liability or Encumbrance, but will have an equivalent Liability or Encumbrance against Family Pharmacy with the same attributes, rights, nature and priority as they had immediately prior to their transfer in each case, and nothing in this Order limits, lessens, modifies (other than by change of debtor) or extinguishes the Liability or Encumbrance of any person as against Pulse and/or the Pulse Shares other than that it shall now be an equivalent Liability or Encumbrance against Family Pharmacy and shall no longer be a Liability or Encumbrance in, of, or in any way affecting, or relating to, Pulse and/or the Pulse Shares.

5. **THIS COURT ORDERS** that any and all security registrations against Pulse and the Pulse Shares evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) (the “**PPSA**”) or any similar registrations and Encumbrances in any applicable jurisdictions shall be and are hereby forever released and discharged as against Pulse and/or the Pulse Shares.

#### **TRUST ADMINISTRATION**

6. **THIS COURT ORDERS** that the Pulse Share Trust created hereby shall be named the “Pulse Share Trust”.

7. **THIS COURT ORDERS AND DECLARES** that the administration of the Pulse Share Trust shall be and remain subject to the Court’s oversight and these proceedings, that the Order of

Justice McEwen dated June 10, 2021 (the “**Receivership Order**”) shall apply *mutatis mutandis* to the Pulse Share Trust, the Pulse Shares and the Trustee (as defined below) and that the style of cause for these proceedings be changed to:

**1951584 ONTARIO INC. DBA MAXIUM FINANCIAL SERVICES**

Applicant

- and -

**PULSE RX INC. AND FAMILY PHARMACY CLINIC INC.**

Respondents

**IN THE MATTER OF THE ADMINISTRATION OF THE  
PULSE SHARE TRUST**

8. **THIS COURT ORDERS** that the Trustee shall and is hereby authorized and directed to perform its functions and fulfill its obligations in accordance with the same obligations imposed on the Receiver pursuant to the Receivership Order.

9. **THIS COURT ORDERS AND DECLARES** that the Trustee, its employees and representatives shall incur no liability as a result of acting in accordance with this Order, or otherwise administering the Pulse Share Trust, save and except for any gross negligence or wilful misconduct on the part of any such parties.

10. **THIS COURT ORDERS AND DECLARES** that no action lies against the Trustee, in its capacity as Receiver or Trustee, by reason of this Order or the performance of any act authorized by this Order, except by leave of the Court. The entities related to the Receiver and Trustee or belonging to the same group as the Receiver and Trustee shall benefit from the protection arising under the present paragraph.

**PULSE SHARES**

11. **THIS COURT ORDERS AND DECLARES** that the issued and outstanding shares of Pulse comprise 100 common shares (the “**Pulse Shares**”) and the Pulse Shares shall constitute and be deemed to constitute all of the issued and outstanding shares of Pulse and any other shares or securities including, without limitation, any Class B shares, or share options, or any other securities of any kind, including any security exercisable, convertible or exchangeable into equity

securities of Pulse, whether validly or invalidly issued, shall be deemed to be automatically cancelled without payment of any consideration and whether surrendered for cancellation or otherwise and shall be of no further force or effect or validity and shall represent no right or Liability or Encumbrance in, of, or in any way affecting, or relating to, Pulse and/or the Pulse Shares.

## **SHARE TRANSFER**

12. **THIS COURT ORDERS AND DECLARES** that the transfer of the Pulse Shares from Family Pharmacy to the Trustee, in trust (the “**Pulse Share Transfer**”), such that the MNP as trustee of the Pulse Share Trust (the “**Trustee**”), is the sole registered and beneficial owner of the Pulse Shares, be and is hereby approved and all of the right, title and interest in and to the Pulse Shares shall vest absolutely and exclusively without recourse in and to the Pulse Share Trust, to be administered by the Trustee, in trust, for the benefit of the existing creditors of the Debtors free and clear of and from any and all Liabilities and Encumbrances including, without limiting the generality of the foregoing, all charges, security interests or claims evidenced by registrations pursuant to the PPSA or any other personal property registry system and, for greater certainty, this Court orders that all of the Liabilities and Encumbrances in, of, or in any way affecting or relating to Pulse and/or the Pulse Shares are hereby expunged and discharged as against the Pulse Shares and Pulse. The Receiver is hereby authorized and directed take any steps and execute any documents as may be necessary or desirable for the completion of the Share Transfer.

## **PULSE RECORDS**

13. **THIS COURT ORDERS** that the Receiver shall not be required to maintain the books and records of Pulse, including any patient records, patient notes or clinical notes (the “**Records**”), including for greater certainty as a designated manager under the *Drug and Pharmacies Regulation Act*, RSO 1990, c. H.4, including any regulations thereunder, shall not constitute a health information custodian under the *Personal Health Information Protection Act*, 2004, S.O. 2004, c. 3, and shall have no liability in connection with the failure to maintain, store or hold the Records.

14. **THIS COURT ORDERS** that Pulse’s designated pharmacist, Alim Surani, and director, Thelma Sarsam, shall have thirty days to take possession of the Records not relating to the

Purchased Shares, including Pulse's constating documents and corporate minute book. After the expiry of thirty days, Pulse is hereby authorized to destroy the Records not relating to the Purchased Shares, including Pulse's constating documents and corporate minute book, without further order of this Court.

#### **APPROVAL OF FEES AND ACTIVITIES**

15. **THIS COURT ORDERS** that the Second Report and the activities of the Receiver set out therein are hereby approved provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

16. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and the Receiver's counsel, Weisz Fell Kour LLP, as set out in the Second Report, are hereby approved.

#### **GENERAL**

17. **THIS COURT ORDERS** that, notwithstanding

- (a) The pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors,

the implementation of the RVO Transaction and the Share Transfer shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors, and (i) shall not be void or voidable by creditors of the Debtors or the Pulse Share Trust, as applicable, (ii) shall not 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, provincial or territorial legislation, and (iii) shall not constitute nor be deemed to be oppressive or unfairly prejudicial conduct by the Debtors, the Trustee or the Receiver pursuant to any applicable federal, provincial or territorial legislation.

18. **THIS COURT ORDERS** that, notwithstanding Rule 59.05, this Order is effective from the date that it is made, and is enforceable without any need for entry and filing.

19. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

20. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or in any other foreign jurisdiction to give effect to this Order and to assist the Debtors, the Trustee, the Receiver and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance the Debtors, the Trustee and the Receiver, as an officer of this Court, as may be necessary or desirable to recognize and give effect to this Order and to assist the Debtors, the Trustee, the Receiver and their respective agents in carrying out the terms of this Order.

A handwritten signature in blue ink, appearing to read "C. [unclear] T.", is located in the lower right quadrant of the page.

**1951584 ONTARIO INC. dba MAXIUM  
FINANCIAL SERVICES**

and

**PULSE RX INC. and FAMILY PHARMACY CLINIC  
INC.**

Applicant

Respondents

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

Proceedings commenced at Toronto

**APPROVAL AND VESTING ORDER**

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**Lawyers for the Receiver, MNP Ltd, in its  
capacity as the court appointed receiver of  
Family Pharmacy Clinic Inc. and the Pulse  
Share Trust**