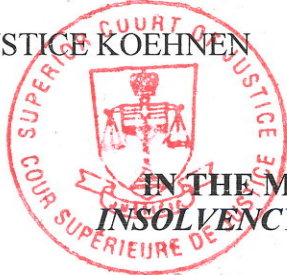


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(IN BANKRUPTCY AND INSOLVENCY)  
(COMMERCIAL LIST)**

THE HONOURABLE MR. ) THURSDAY, THE 5TH  
 )  
JUSTICE KOEHNEN ) DAY OF MARCH, 2020



**IN THE MATTER OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED**

**AND IN THE MATTER OF THE PROPOSAL OF HEALTHCHAIN INC.  
OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO**

**ORDER APPROVING PROPOSAL TRUSTEE'S POWERS**

**THIS MOTION**, made by Healthchain Inc. (the "**Company**") for an order approving the powers of Dodick Landau Inc. (the "**Proposal Trustee**"), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Anatoly Langer sworn March 3, 2020, and, on hearing the submissions of counsel for the Company, and for Amazon Web Services, Inc., no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Christel Paul sworn March 3, 2020, filed:

## **SERVICE**

1. **THIS COURT ORDERS** that the time 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.

2. **THIS COURT ORDERS** that the Proposal Trustee is hereby empowered and authorized, but not obligated, to act at once in respect of the property, assets and undertaking of the Company (the “**Property**”) and, without in any way limiting the generality of the foregoing, the Proposal Trustee is hereby expressly empowered and authorized to do any of the following where the Proposal Trustee considers it necessary or desirable:

- a) to take possession of and exercise control over the Property, including without limitation any bank account of the Company, and any account maintained with suppliers, vendors and service providers, and any and all proceeds, receipts and disbursements arising out of or from the Property;
- b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of passwords, profile information, payment information, locks and security codes, the relocating of Property to safeguard it, the engaging of independent security services, the taking of inventories and the placement of such insurance coverage as may be necessary or desirable;

- c) to manage, operate, and carry on the business of the Company, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Company;
- d) to engage and instruct consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Proposal Trustee's powers and duties, including without limitation those conferred by this Order;
- e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Company or any part or parts thereof;
- f) to receive and collect all monies and accounts now owed or hereafter owing to the Company and to exercise all remedies of the Company in collecting such monies, including, without limitation, to enforce any security held by the Company;
- g) to settle, extend or compromise any indebtedness owing to the Company;
- h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Proposal Trustee's name or in the name and on behalf of the Company, for any purpose pursuant to this Order;

governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Proposal Trustee of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Proposal Trustee, and shall deliver all such Property to the Proposal Trustee upon the Proposal Trustee's request. Notwithstanding the foregoing, subject to further Order of this Court, the disclosure that Amazon Web Services, Inc and its affiliates ("**AWS**") is required to make will be, for the time being, limited to such information as the Company is entitled to pursuant to its contractual arrangements with AWS.

4. **THIS COURT ORDERS** that all Persons shall forthwith advise the Proposal Trustee of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Company, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Proposal Trustee or permit the Proposal Trustee to make, retain and take away copies thereof and grant to the Proposal Trustee unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 3 or in paragraph 4 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Proposal Trustee due to the privilege attaching to solicitor-client communication (other than solicitor client privilege of the Company and waived by the Company) or due to statutory provisions prohibiting such disclosure.

5. **THIS COURT ORDERS** that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Proposal Trustee for the purpose of allowing the Proposal Trustee to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Proposal Trustee in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Proposal Trustee. Further, for the purposes of this paragraph, all Persons shall provide the Proposal Trustee with all such assistance in gaining immediate access to the information in the Records as the Proposal Trustee may in its discretion require including providing the Proposal Trustee with instructions on the use of any computer or other system and providing the Proposal Trustee with any and all access codes, account names and account numbers that may be required to gain access to the information.

6. **THIS COURT ORDERS** that, notwithstanding paragraphs 4, 5 and 6 herein, and subject to paragraph 8 herein, the Proposal Trustee shall have no greater access to the computers, servers and other electronic systems of information storage in the possession of AWS than the Company has in accordance with its contractual agreements with AWS.

7. **THIS COURT ORDERS** that the Company's current directors and officers shall forthwith deliver or cause to be delivered to the Proposal Trustee such information in their possession, knowledge and control as requested by the Proposal Trustee from time to time in

respect of the host server companies contracted or utilized by the Company, including but not limited to AWS, to permit the Proposal Trustee to access the accounts of the Company hosted therein pursuant to the terms of the contract between the Company and the host server company, provided that the Company, from the date of the Order, pays for such access, usage and related services in accordance with the contractual arrangements. The information to be delivered to the Proposal Trustee upon request pursuant to this paragraph includes, but is not limited to, login credentials, account numbers, usernames and passwords.

#### **ADMINISTRATION CHARGE**

8. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee and counsel to the Company shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on the Property, which charge shall not exceed the amount of \$100,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraph 11 hereof.

9. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge (the “**Charge**”) shall not be required and that the Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

10. **THIS COURT ORDERS** the Charge shall rank in priority as against all other validly perfected security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise, granted by the Company or to which the Company is subject (together, the “**Encumbrances**”) as of the date of this Order, in favour of any person or entity (a “**Person**”), other than the security held by FCS Advisors, I.I.C in respect of certain SRED tax credits and any Encumbrances arising by operation of any applicable statutory law.

11. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Company shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with the Charge, unless the Company also obtains the prior written consent of the Proposal Trustee, or further Order of this Court.

#### **EXTENSION OF TIME TO FILE A PROPOSAL**

12. **THIS COURT ORDERS** that, pursuant to Section 50.4(9) of the BIA, the time for the Company to file a proposal with the Official Proposal Trustee be and is hereby extended to May 12, 2020.

#### **GENERAL**

13. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing

in this Order shall derogate from the protections afforded the Proposal Trustee by the BIA or any applicable legislation.

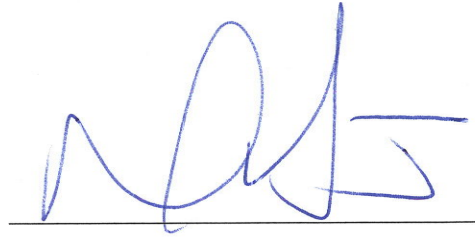
14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Company, the Proposal Trustee and their respective agents in carrying out the terms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

15. **THIS COURT ORDERS** that each of the Company, the Proposal Trustee and the Interim Lender 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, and that the Proposal Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having this Order or these proceedings recognized in a jurisdiction outside Canada.

16. **THIS COURT ORDERS** that any interested party (including the Company and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven



(7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

A handwritten signature in blue ink, consisting of several loops and a horizontal stroke at the end, positioned above a solid horizontal line.

**IN THE MATTER OF THE BANKRUPTCY AND  
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED**

Court File No. 31-2623988  
Estate File No. 31-2623988

**AND IN THE MATTER OF THE PROPOSAL OF HEALTHCHAIN INC.  
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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED IN TORONTO

**ORDER  
APPROVING PROPOSAL TRUSTEE'S POWERS**

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