

**SUPERIOR COURT**  
(Commercial Division)

Canada  
Province of Québec  
District of Montréal  
No: 500-11-062636-234  
500-11-063060-236  
Date: December 14, 2023

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Presiding: The Honourable Christian Immer, J.C.S.

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In the Matter of the Notice of Intention to Make a Proposal Under the *Bankruptcy And Insolvency Act*, RSC 1985, c B-3 of :

**BRUNSWICK HEALTH GROUP INC.**  
**BRUNSWICK MEDICAL CENTER INC.**  
**DMSC REAL ESTATE INC.**  
**THE CHILDREN'S CLINIC @ POINTE-CLAIRE INC.**  
**SANOMED SOLUTIONS INC.**  
**BRUNSWICK MEDICAL CENTRE @ GLEN INC.**  
**BRUNSWICK RESEARCH INC.**  
**BRUNSWICK MINOR SURGERY CENTER INC.**  
**BRUNSWICK ENDOSCOPY INC.**  
**6892094 CANADA INC.**  
**8981515 CANADA INC.**

Debtors / Co-Applicants

-and-

**BRUNSWICK LABS & TESTS INC.**

Debtors / Co-Applicant

-and-

**C.S. ADJAMI INC.**

NOI Trustee

-and-

**MNP LTD.**

BLT NOI Trustee

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**ORDER EXTENDING THE NOI PROCEEDING**

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- [1] **ON READING** the *Motion for the Issuance of an Order Extending the NOI Proceedings* dated December 12, 2023 (the **Motion**) of Brunswick Health Group Inc., Brunswick Medical Center Inc., DMSC Real Estate Inc., The Children's Clinic @ Pointe-Claire Inc., SanoMed Solutions Inc., Brunswick Medical Centre @ Glen Inc., Brunswick Research Inc., Brunswick Minor Surgery Center Inc., Brunswick Endoscopy Inc., 6892094 Canada Inc. and 8981515 Canada Inc. (collectively, the **Debtors**) pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the **BIA**), the affidavits, and the exhibit filed in support thereof;
- [2] **CONSIDERING** the notification of the Motion;
- [3] **CONSIDERING** the Sixth Trustee's Report to Court dated December 13, 2023 (the **Sixth Report of the NOI Trustee**) filed by C.S. Adjami Inc., in its capacity as trustee (the **NOI Trustee**) and the report of MNP Ltd. (the **BLT NOI Trustee**) dated December 13, 2023, acting as trustee to the notice of intention filed by Brunswick Labs & Tests Inc. (**BLT**) (the **Second Report of the BLT NOI Trustee's Report**);
- [4] **CONSIDERING** the following:
- (a) The purchase and sale set out in the restated share purchase agreement ("**Purchase Agreement**") that was entered into between 15529301 Canada Inc. ("**Purchaser**"), BHG, Vince Trevisonno and the 9508503 Canada Inc. ("**Guarantor**") for which the Court made an approval and vesting order on November 28, 2023;
  - (b) That the Transaction was not subject to any suspensive or resolutive condition regarding financing;
  - (c) That the Purchaser has informed the trustee that the financing it was counting on has not materialized;
  - (d) That this is a totally unforeseen development;
  - (e) That the Purchaser's counsel inform the Court that the Purchaser still intends to go through with the Purchase Agreement and are looking for new sources of financing;
  - (f) That this must be achieved in a very short delay as the potential prejudice to the Debtors and all the stakeholders will be very significant were the obligations set out in the Purchase Agreement not to be respected;
  - (g) That failing such solutions, various options are available to the Debtors including pursuing new offers and pursuing legal reparation from the Purchaser and the Guarantor for a potential breach of contract;
  - (h) That the reasons provided for in the November 28, 2023 therefore still apply to further extend the stay;
  - (i) That the MUHC does not object to this stay despite no progress having been made regarding the Brunswick Montreal clinic;
  - (j) That it is therefore appropriate that the Court extend the stay to December 27, 2023;
- [5] **CONSIDERING** the provisions of the *BIA*;

**THE COURT:**

[6] **GRANTS** the Motion;

**Definitions**

[7] **DECLARES** that, unless otherwise defined, all capitalized terms in this Order shall have the meanings ascribed thereto in the Motion.

**Service**

[8] **ORDERS** that any prior delay for the presentation of the Motion is hereby abridged and validated so that the Motion is properly returnable today and hereby dispenses with further service thereof.

[9] **DECLARES** that sufficient prior notice of the presentation of this Motion has been given by the Debtors to the interested parties, including the secured creditors which are likely to be affected by the charges created herein.

[10] **PERMITS** the notification of this Order at any time and place and by any means whatsoever, including by email.

**Effective Time**

[11] **DECLARES** that this Order and all of its provisions are effective as of 12:01 a.m. Montréal time, province of Québec, on December 14, 2023 (the **Effective Time**).

**Extension of Time to File a Proposal**

[12] **ORDERS** that the time within which to file a proposal of the Debtors and BLT pursuant to subsection 62(1) of the BIA and the corresponding stay of proceedings provided for in section 69 of the BIA, be and are hereby extended in accordance with subsection 50.4(9) of the BIA up to and including December 27, 2023.

**General**

[13] **APPROVES** the activities of the NOI Trustee, up to the date of this Order, described in the Sixth Report of the NOI Trustee.

[14] **APPROVES** the activities of the BLT NOI Trustee, up to the date of this Order, described in the Second Report of the BLT NOI Trustee.

[15] **DECLARES** that the filing of the Notice of Intention to Make a Proposal by the Debtors and BLT, this Order and any proceeding or affidavit leading to this Order, shall not, in and of themselves, constitute a default or failure to comply by the Debtors or BLT under any statute, regulation, licence, permit, contract, permission, covenant, agreement, undertaking or other written document or requirement.

[16] **DECLARES** that this Order and all other orders in these proceedings shall have full force and effect in all provinces and territories in Canada.

[17] **REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative body in Canada, the United States of America or elsewhere, to give effect to this Order



and to assist the Debtors, the NOI Trustee, the Interim 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 to the Debtors, the NOI Trustee and the Interim Receiver as may be necessary or desirable to give effect to this Order, to grant representative status to the NOI Trustee or the authorized representative of the Debtors in any foreign proceeding, to assist the Debtors, the NOI Trustee and the Interim Receiver, and to act in aid of and to be complementary to this Court, in carrying out the terms of this Order.

[18] **ORDERS** the provisional execution of this Order notwithstanding any appeal.

[19] **THE WHOLE** without costs.



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The Honourable Christian Immer, J.C.S.