

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

THE HONOURABLE) FRIDAY, THE 21st DAY
MADAM JUSTICE CONWAY) OF AUGUST, 2020
)

BETWEEN:

THE TORONTO-DOMINION BANK

Applicant

- and -

OXFORD ADVANCED IMAGING INC.

Respondent

**APPLICATION UNDER SECTION 207 OF THE *BUSINESS CORPORATIONS ACT*,
(ONTARIO) R.S.O. 1990, c. B-16, AS AMENDED**

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by KPMG Inc. (“**KPMG**”), in its capacity as the Court-appointed sales officer (the “**Sales Officer**”) of Oxford Advanced Imaging Inc. (“**OAI**”), appointed pursuant to an appointment order granted by the Court on August 29, 2018 (the “**Appointment Order**”), for an order:

- (a) abridging the time for service of the Notice of Motion, Motion Record and the Sixth Report of KPMG, in its capacity as Sales Officer, dated August 14, 2020 (the “**Sixth Report**”) so that this Motion is properly returnable today, and dispensing with further service thereof;
- (b) approving and authorizing the Sales Officer to make a distribution to OAI’s preferred shareholders (the “**Preferred Shareholders**”) of the funds remaining in

in the Sales Officer's possession, as set out in the Sales Officer's statement of receipts and disbursements up to and including August 12, 2020 (the "**R&D Statement**"), on a *pro rata* basis (the "**Preferred Shareholder Distribution**"), following:

- (i) the payment of the fees and disbursements of the Sales Officer and Dentons as set out herein (including the Remaining Fees); and
 - (ii) the delivery and payment of the QuByte Corp. and Bracco Imaging Canada (collectively, the "**Absent Creditors**") distributions (collectively, the "**Outstanding Distributions**") within 15 days after the granting of this Order (the "**Payment Period**"), failing which, the Outstanding Distributions shall be distributed to the Preferred Shareholders as part of the Preferred Shareholder Distribution;
- (c) approving the Sixth Report and the activities of the Sales Officer as set out in the Sixth Report;
- (d) approving the R&D Statement;
- (e) approving the fees and disbursements of the Sales Officer and its legal counsel, Dentons Canada LLP ("**Dentons**"), as set out in the fee affidavit of Anamika Gadia dated August 13, 2020 and the fee affidavit of Robert Kennedy dated August 14, 2020 (together, the "**Fee Affidavits**"), together with the estimated fees and disbursements to be incurred by the Sales Officer and Dentons to complete the remaining activities in these proceedings, as set out in the Sixth Report (the "**Remaining Fees**");
- (f) discharging and releasing KPMG as Sales Officer of OAI, upon the Sales Officer filing with the Court a certificate in the form attached hereto as **Schedule "B"** (the "**Sales Officer's Discharge Certificate**"); and
- (g) such further and other grounds as counsel may advise and this Honourable Court may permit;

was heard this day via videoconference, at Toronto, Ontario.

ON READING the Motion Record of the Sales Officer dated August 14, 2020, the Sixth Report, including the Fee Affidavits, and on hearing the submissions of counsel for the Sales Officer, and any such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Amanda Campbell sworn August 14, 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.

THE PREFERRED SHAREHOLDER DISTRIBUTION

2. **THIS COURT ORDERS** that the Sales Officer is authorized and directed to make the Preferred Shareholder Distribution to the preferred shareholders of the remaining monies in Sales Officer's possession on a *pro-rata* basis, as set forth in **Schedule "A"** hereto, following:

- (a) the payment of the Remaining Fees, plus any other amounts outstanding pursuant to the Sales Officer's Charge contained in the Appointment Order; and
- (b) the earlier of:
 - (i) the payment of the Outstanding Distributions, or
 - (ii) the expiry of the Payment Period.

3. **THIS COURT ORDERS** that in the event the Sales Officer is unable to complete the payment of the Outstanding Distributions prior to the expiry of the Payment Period, the Sales Officer is authorized and directed to distribute the Outstanding Distributions in accordance with paragraph 2 herein, and the Absent Creditors shall be forever barred from asserting or enforcing

any claims in respect of the Outstanding Distributions and such claims shall be extinguished without any further act or notification.

SALES OFFICER'S ACTIVITIES

4. **THIS COURT ORDERS** that the Sixth Report and the activities of the Sales Officer, as set out in the Sixth Report, are hereby approved.

5. **THIS COURT ORDERS** that the R&D Statement is hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Sales Officer and Dentons (including the Remaining Fees), as set out in the Sixth Report and the Fee Affidavits, are hereby approved.

DISCHARGE

7. **THIS COURT ORDERS** that, after payment of the amounts herein approved, and upon the Sales Officer filing the Sales Officer's Discharge Certificate certifying that it has completed the remaining activities described in the Sixth Report, KPMG shall be discharged as Sales Officer, provided however, that notwithstanding its discharge herein: (a) the Sales Officer shall remain Sales Officer for the performance of such incidental duties as may be required to complete the administration of these proceedings, and (b) the Sales Officer shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of KPMG, in its capacity as Sales Officer.

8. **THIS COURT ORDERS** that upon filing the Sales Officer's Discharge Certificate, KPMG shall be released and discharged from any and all liability that KPMG now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KPMG while

acting in its capacity as Sales Officer herein, save and except for any gross negligence or wilful misconduct on the Sales Officer's part. Without limiting the generality of the foregoing, KPMG shall be 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 proceedings, save and except for any gross negligence or wilful misconduct on the Sales Officer's part.

A handwritten signature in blue ink, appearing to read "Conway J.", is written over a solid horizontal black line. The signature is cursive and includes a period at the end.

Schedule "A" – Preferred Shareholder Distribution Chart

Name	Class/Series of Shares	Number of Shares	Percentage of Total Preferred Shares
Resolute Medical Corporation	Series A Preferred	2,923,077	29.630%
2487507 Ontario Inc.	Series A Preferred	1,461,539	14.815%
1054020 B.C. Ltd.	Series A Preferred	1,461,539	14.815%
2464192 Ontario Inc.	Series A Preferred	365,390	3.704%
2481669 Ontario Ltd.	Series A Preferred	365,390	3.704%
D Gill Holding Inc.	Series A Preferred	365,390	3.704%
A Shuster Medicine Professional Corporation	Series B Preferred	1,461,539	14.815%
D. Kisselgoff Medicine Professional Corporation	Series B Preferred	1,461,539	14.815%
Total Series A Preferred		6,942,325	70.37%
Total Series B Preferred		2,923,078	29.63%
<u>Total Preferred</u>		<u>9,865,403</u>	<u>100%</u>

Schedule “B” – Form of Sales Officer’s Discharge Certificate

Court File No. CV-18-603360-00CL

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

BETWEEN:

THE TORONTO-DOMINION BANK

Applicant

- and -

OXFORD ADVANCED IMAGING INC.

Respondent

**APPLICATION UNDER SECTION 207 OF THE *BUSINESS CORPORATIONS ACT*,
(ONTARIO) R.S.O. 1990, c. B-16, AS AMENDED**

DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 29, 2018, KPMG Inc. (“**KPMG**”) was appointed as sales officer (in such capacity, the “**Sales Officer**”), of the assets, undertakings and properties of Oxford Advanced Imaging Inc. (the “**Company**”).

B. Pursuant to an Order of the Court dated August 21, 2020 (the “**Distribution and Discharge Order**”), KPMG was discharged as Sales Officer of the Company, effective upon the filing by the Sales Officer with the Court of a certificate confirming that all matters to be attended to in connection with the completion of the administration of these proceedings have been completed to the satisfaction of the Sales Officer (the “**Remaining Activities**”), as set out in the Sales

Officer's Sixth Report dated August 14, 2020 (the "**Sixth Report**"), provided however that, notwithstanding its discharge: (a) KPMG will remain Sales Officer for the performance of the Remaining Activities, and (b) KPMG as Sales Officer will 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 KPMG, in its capacity as the Sales Officer.

THE SALES OFFICER CERTIFIES the following:

1. The Sales Officer has paid all amounts required to be paid pursuant to the Distribution and Discharge Order; and
2. The Sales Officer is satisfied that all Remaining Activities have been completed to the satisfaction of the Sales Officer.

THIS CERTIFICATE was delivered by the Sales Officer on _____, 2020.

KPMG INC., solely in its capacity as the court-appointed Sales Officer of the Company, and not in its personal capacity or in any other capacity

Per:

Name:

Title:

THE TORONTO-DOMINION BANK

- and -

OXFORD ADVANCED IMAGING INC.

Applicant

Respondent

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

PROCEEDING COMMENCED AT TORONTO

DISTRIBUTION AND DISCHARGE ORDER

DENTONS CANADA LLP

Toronto Dominion Centre
77 King St. W., Suite 400
Toronto, Ontario M5K 0A1

Robert Kennedy (LSO # 47407O)

Tel: (416) 367-6756
Fax: (416) 863-4592

robert.kennedy@dentons.com

Mark Freake (LSO # 63656H)

Tel: (416) 863-4456

mark.freake@dentons.com

*Lawyers for KPMG Inc. in its capacity as Court-
appointed Sales Officer*