

File No. CI 24-01-45056

THE KING'S BENCH  
WINNIPEG CENTRE

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3 AS AMENDED, AND SECTION 55 OF *THE COURT OF KING'S BENCH ACT*, C.C.S.M. c. C280

BETWEEN:

**BANK OF MONTREAL,**

Applicant,

-and-

**GENESUS INC., CAN-AM GENETICS INC. and  
GENESUS GENETICS INC.,**

Respondents.

**RECEIVER'S CERTIFICATE**

**RECITALS**

- A. Pursuant to an Order of the Honourable Mr. Justice Chartier of the Manitoba Court of King's Bench (the "**Court**") dated June 11, 2024, BDO Canada Limited was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of Genesis Inc. ("**Genesis**"), Can-Am Genetics Inc. ("**Can-Am**") and Genesis Genetics Inc. ("**GGI**", and together with Genesis and Can-Am, the "**Debtors**").
- B. Pursuant to an Order of the Court pronounced July 26, 2024, the Court approved the agreement of purchase and sale made as of July 23, 2024 (the "**Reworked APA**") between the Receiver and Genesis Genetic Technology Inc. (the "**Purchaser**"), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i)

the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Reworked Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Reworked APA.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Reworked APA;
2. The conditions to Closing the Reworked APA have been satisfied or waived by the Receiver and the Purchaser; and
3. The Reworked Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at 3:10 pm CT on July 26, 2024.

**BDO CANADA LIMITED, in its capacity as Receiver of the undertaking, property and assets of Genesis Inc., Can-Am Genetics Inc. and Genesis Genetics Inc., and not in its personal capacity**

Per: David Lewis

Name: David Lewis  
Title: Authorized Signatory