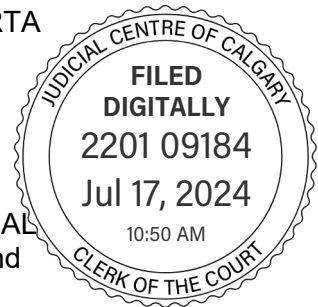


COURT FILE NUMBER 2201-09184
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ATB FINANCIAL
DEFENDANTS MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK



APPLICANT BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED

DOCUMENT **APPLICATION (Sale Approval and Vesting Order, Temporary Revival, Sealing Order, and Approval of Receiver's Activities and Statement of Receipts and Disbursements)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
MLT AIKINS LLP
Barristers and Solicitors
2100, 222 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Phone: 403.693.5420
Fax: 403.508.4349
Attention: Ryan Zahara
File: 0128056.00005

NOTICE TO RESPONDENTS: Service List attached hereto as **Schedule "A"**.

This application is made against you. You are the respondent.

You have the right to state your side of this matter before the Judge.

To do so, you must be in Court when the application is heard as shown below:

Date: July 23, 2024
Time: 11:00 a.m.
Where: Calgary Court Centre – VIA WEBEX Virtual Courtroom 60
<https://albertacourts.webex.com/meet/virtual.courtroom60>
Before Whom: The Honourable Justice B.E.C. Romaine

Go to the end of this document to see what else you can do and when you must do it.

Remedy Claimed or Sought:

1. Capitalized terms not otherwise defined herein shall have the meaning given to them in the First Report dated July 16, 2024 (the "**First Report**") and the Confidential Supplement to the First Report (the "**Confidential Supplement**") of BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the Debtors, Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) ("**Nowak PC**") and Sanitas Limited (collectively, "**Sanitas**", the "**Clinic**", or the "**Debtors**").
2. The Receiver respectfully seeks the following from this Honourable Court:
 - (a) an Order substantially in the form of **Schedule "B"** hereto:
 - (i) abridging, if necessary, the time for service of this Application (the "**Application**") and materials in support thereof, and an Order declaring service of same to be good and sufficient;
 - (ii) approving the proposed sale transaction of substantially all of the assets of the Debtors (the "**Transaction**") pursuant to the terms of the asset purchase agreement (the "**Herchen APA**"), between the Receiver and H.R. Herchen Professional Corporation (the "**Purchaser**"), as appended to the Confidential Supplement at Appendix "A";
 - (iii) authorizing and directing the Receiver to take all steps reasonably required to carry out the terms of the Herchen APA;
 - (iv) vesting title to the Purchased Assets (as described in the Herchen APA) to the proposed Purchaser, or its nominee;
 - (v) granting leave to the Receiver to apply to this Court for advice and directions as may be necessary to carry out the terms of any Order granted at the within Application;
 - (b) an Order substantially in the form of **Schedule "C"** hereto sealing the Confidential Supplement;

- (c) an Order substantially in the form of **Schedule “D”** hereto:
 - (i) declaring the Receiver to be an “interested person” pursuant to section 206 of the Alberta *Business Corporations Act*, RSA 2000, c B-9 (the “**ABCA**”);
 - (ii) reviving Nowak PC pursuant to section 210 of the ABCA to permit the Receiver to sell the Clinic assets;
 - (iii) approving the Receiver’s activities as set out in the First Report and Confidential Supplement; and
 - (iv) approving the Receiver’s interim statement of receipts and disbursements (the “**First Interim SRD**”) for the period to July 12, 2024, as outlined in Appendix “B” of the First Report; and
- (d) such further and other relief as the circumstances may require and as this Honourable Court shall deem appropriate.

Grounds for Making the Application:

Background

- 3. Nowak PC is a dental professional corporation company that was registered in Alberta on July 27, 2017 and its sole voting shareholder and sole director is Malgorzata Nowak (“**Dr. Nowak**”). On January 2, 2024, just prior to the appointment of the Receiver, Nowak PC was struck from the Alberta corporate registry for failing to file its annual returns.
- 4. Sanitas Limited is an active corporation that was registered in Alberta on March 23, 2020 and its sole voting shareholder and sole director is Dr. Nowak.
- 5. On January 11, 2024, the Receiver was appointed the receiver and manager over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof of the Debtors as set out in the January 11, 2024 receivership order of Justice G.S. Dunlop of the Alberta Court of King’s Bench (the “**Receivership Order**”).

6. Pursuant to Paragraph 4(l) & (m) of the Receivership Order, the Receiver is authorized to, among other things, market any or all of the property of the Debtors or any parts thereof with the approval of this Court.

Approval of APA

7. Pursuant to a listing agreement, the Receiver engaged the services of Avail Dental Exit Advisory Services Inc. ("**Avail**") whereby Avail would exclusively list the Clinic assets for sale and would be entitled to a commission equal to 3.5% of the first \$1,500,000 and 1% on the amount over \$1,500,000, plus applicable GST.
8. Avail marketed the Clinic assets to a proprietary database of individuals understood to be potentially interested in similar assets as well as individuals identified or brought to the attention of the Receiver. Approximately 318 individuals or organizations received details of the opportunity.
9. Based on Avail and the Receiver's efforts, 44 groups signed confidentiality agreements and 41 of these groups requested and reviewed more detailed financial and building information.
10. The Herchen APA contains the following key non-confidential and non-commercially sensitive terms:
 - (a) the Purchased Assets, as defined in the Herchen APA, include Sanitas' right, title and interest (if any) to the dental equipment, interest in the Lease and certain other intangible assets as outlined in the Herchen APA;
 - (b) the Herchen APA is conditional on upon Court approval;
 - (c) the Purchased Assets are sold on an "as is, where is" basis;
 - (d) the Herchen APA will close on the later of:
 - (i) August 16, 2024;
 - (ii) Ten (10) business days after Court approval;

- (iii) Ten (10) business days after the final resolution, dismissal or withdrawal of an appeal of a Court order approving the sale; or
 - (iv) Such other date as the Receiver and Purchaser may agree to in writing;
 - (e) Patient Records will form part of the Purchased Assets, subject to Herchen demonstrating it is in good standing with the College of Dental Surgeons of Alberta.
 - (f) the Herchen APA includes a lease dated March 20, 2020 with Sable Developments – Kensington Gate Corp. as an Assigned Contract.
11. The Receiver found the overall plan and price of the Purchaser, H.R. Herchen Professional Corporation, to be the best offer for the Clinic assets. Herchen APA entered into between the parties has been executed with the understanding that it is subject to this Court's approval.
12. A copy of the Herchen APA, with the purchase price and deposit information redacted, is attached as Appendix "A" to the First Report. A summary of the offers received and an unredacted copy of the Herchen APA, are disclosed in Confidential Supplement.
13. The Receiver is satisfied that the Herchen APA represents the highest and best realization value available in the present circumstances and satisfies the Receiver's mandate under the Receivership Order.

Sealing Order

14. The Receiver seeks a Sealing Order until further order of the Court with respect to the Confidential Supplement, as it contains commercially sensitive information, the release of which prior to the completion of the Transaction would prejudice the stakeholders of the Debtors if the Transaction did not close.

Revival of Nowak PC

15. On January 2, 2024, nine days before the Receiver's appointment, Nowak PC was struck from the Alberta corporate registries for failing to file its annual returns.

16. Pursuant to section 206.1 of the *ABCA*, the Receiver is an “interested person” pursuant to subsection 4(c), (i), (r), (u) and (v) of the Receivership Order. As such, the Receiver has standing to apply for an Order under section 210 of the *ABCA* to temporarily revive Deep Well on the Alberta corporate registry for the sole purpose of completing and closing the Sale Agreement. The Alberta Corporate Registrar and the College of Dental Surgeons of Alberta was provided with notice of this Application.
17. The Receiver has a valid interest in the revival of Nowak PC pursuant to its authority under the Receivership Order and is doing so for a valid purpose of completing the Herchen APA.

Approval of Activities of the Receiver to Date

18. All of the actions of the Receiver and its legal counsel in the course of the administration of the receivership of the Debtors, as described in the First Report, are reasonable and appropriate in the circumstances.
19. The Receiver’s First Interim SRD, as set out in Appendix “B” to the First Report, is reasonable and appropriate in the circumstances. The First Interim SRD is prepared on a cash basis, therefore does not reflect accrued, but unpaid costs, such as the professional fees of the Receiver or its counsel.
20. The Receiver is seeking approval by the Court for its actions, conduct and activity, as well as its First Interim SRD.
21. The Receiver relies on such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or Evidence To Be Relied Upon:

22. The Receiver intends to rely on the following material and evidence in the Application:
 - (a) the First Report of the Receiver dated July 16, 2024;
 - (b) the Confidential Supplement to the First Report of the Receiver dated July 16, 2024;
 - (c) the Receivership Order granted by Justice G.S. Dunlop on January 11, 2024;

- (d) all pleadings, affidavits and other materials filed in this action; and
- (e) such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

- (a) Rules 6.3, 6.9, 6.28, 6.47 (a), (d), (e) and (f), 11.27 and 13.5 of the Alberta Rules of Court.

Applicable Acts and Regulations:

- (a) the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended, including section 243; and
- (b) the Alberta *Business Corporations Act*, RSA 2000, c B-9, as amended, including section

How the Application is Proposed to be Heard or Considered:

- (a) via WebEX before the Honourable Justice B.E.C. Romaine.

WARNING TO THE RESPONDENT:

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

COURT FILE NUMBER	2201-09184
	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ATB FINANCIAL
DEFENDANTS	MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK
APPLICANT	BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED

SERVICE LIST
AS OF JULY 16, 2024

Party	Contact Information	Status	Method of Service
Dentons Canada LLP Attention: Derek Pontin	15th Floor, 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 Email: derek.pontin@dentons.com	Counsel to Plaintiff / Applicant, ATB Financial	Email
Malgorzata Nowak Professional Corporation	215 Misty Morning Drive SW Calgary, Alberta T3Z 2Z8 Email: jerzymichalnowak@gmail.com	Defendant / Respondent	Email
Malgorzata Nowak	215 Misty Morning Drive SW Calgary, Alberta T3Z 2Z8 Email: goskanowak09@gmail.com	Defendant / Respondent	Email

Party	Contact Information	Status	Method of Service
Sanitas Limited	215 Misty Morning Drive SW Calgary, Alberta T3Z 2Z8 Email: jerzymichalnowak@gmail.com	Defendant / Respondent	Email
Lawson Lundell LLP Attention: Neil Tichkowsky	Suite 1100 Brookfield Place 225 - 6th Avenue S.W. Calgary, Alberta T2P 1N2 Email: ntichkowsky@lawsonlundell.com	Counsel to Defendants / Respondents, Malgorzata Nowak Professional Corporation, Malgorzata Nowak and Sanitas Limited	Email
BDO Canada Limited Attention: Kevin Meyler	BDO Canada Limited 110, 5800 – 2nd Street SW Calgary, Alberta T2H 0H2 Email: kmeyler@bdo.ca	Receiver	Email
MLT Aikins Attention: Ryan Zahara	MLT Aikins 2100 Livingston Place 222 3rd Ave SW Calgary, AB T2P 0B4 Email: rzahara@mltaikins.com	Counsel to Receiver	Email
Sable Gate Corp. Attention: Sam Boguslavsky	101 10 St NW Calgary, Alberta T2N 1V4 Email: sam@sablegate.com	Landlord (corporate defendant)	Email
WBA Law LLP Attention: Tyler Derksen	600, 1331 Macleod Trail SE Calgary, Alberta T2G 0K3 Email: tderksen@wbalaw.ca	Counsel to Sable Gate Corp.	Email
Valuemed Professional Products Ltd. Attention: Christina Lawrence	Edmonton, Alberta T5M 3W2 Email: controller@valuemed.ca	Interested Party	Email

Party	Contact Information	Status	Method of Service
Witten LLP Attention: Bren Cargill and Andrea Steen	Suite 2500, Canadian Western Bank Place 10303 Jasper Avenue Edmonton, Alberta T5J 3N6 Email: bcargill@wittenlaw.com Email: asteen@wittenlaw.com	Counsel to Alberta Women Entrepreneurs Association, PPR Registrant	Email
9859870 Canada Inc.	250 – 5101 Buchan Montreal Quebec H4P 2R9 Email: funding@canacap.ca	PPR Registrant	Email
Registrar of the Alberta Business Corporations Act	Email: corp.reg@gov.ab.ca	Interested Party	Email
College of Dental Surgeons of Alberta	Suite 402, 7609- 109 Street NW Edmonton, AB T6G 1C3 Email: professionalcorporation@cdsab.ca	Interested Party	Email
Email List: jerzymichalnowak@gmail.com ; goskanowak09@gmail.com ; ntichkowsky@lawsonlundell.com ; kmeyley@bdo.ca ; rzahara@mltaikins.com ; sam@sablegate.com ; tderksen@wbalaw.ca ; controller@valuemed.ca ; derek.pontin@dentons.com ; bcargill@wittenlaw.com ; asteen@wittenlaw.com ; funding@canacap.ca ; corp.reg@gov.ab.ca ; professionalcorporation@cdsab.ca			
Courier List:			

SCHEDULE "B"

COURT FILE NUMBER	2101-09184
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ATB FINANCIAL
DEFENDANTS	MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK
APPLICANT	BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED
DOCUMENT	SALE APPROVAL AND VESTING ORDER (Sale by Receiver)
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP Barristers and Solicitors 2100, 222 3 rd Avenue S.W. Calgary, Alberta T2P 0B4 Phone: 403.693.5420 Fax: 403.508.4349 Attention: Ryan Zahara File: 0128056.00005

Clerk's Stamp

DATE ON WHICH ORDER WAS PRONOUNCED:	JULY 23, 2024
LOCATION WHERE ORDER WAS PRONOUNCED:	CALGARY, ALBERTA
NAME OF JUSTICE WHO MADE THIS ORDER:	JUSTICE B.E.C. ROMAINE

UPON THE APPLICATION by BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the undertakings, property and assets of Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) and Sanitas Limited (collectively, the “**Debtors**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an Asset Purchase Agreement (the “**Herchen APA**”) between the Receiver and H.R. Herchen Professional Corporation or its nominee (the “**Purchaser**”) dated July 16, 2024 and appended in full in Confidential Supplement to the First Report of the Receiver dated July 16, 2024 (the “**Confidential Supplement**”), and vesting in the Purchaser (or its

nominee) the Debtors' right, title and interest in and to the assets described in the APA (the "**Purchased Assets**");

AND UPON HAVING READ the Receivership Order dated January 11, 2024 (the "**Receivership Order**"), the First Report of the Receiver dated July 16, 2024, the Confidential Supplement, and the Affidavit of Service of Regie Agcaoili, filed July __, 2024; **AND UPON HEARING** the submissions of counsel for the Receiver and all other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

APPROVAL OF TRANSACTION

2. The Transaction is hereby approved and execution of the APA by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and conveyance of the Purchased Assets to the Purchaser (or its nominee).

VESTING OF PROPERTY

3. Upon delivery of a Receiver's certificate to the Purchaser (or its nominee) substantially in the form set out in **Schedule "A"** hereto (the "**Receiver's Closing Certificate**"), all of the Debtors' right, title and interest in and to the Purchased Assets, including but not limited to the Purchased Assets listed in **Schedule "B"** hereto, shall vest absolutely in the name of the Purchaser (or its nominee), free and clear of and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured

or otherwise (collectively, “**Claims**”) including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order;
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system; and
- (c) any liens or claims of lien under the *Builders’ Lien Act* (Alberta),

and for greater certainty, this Court orders that all Claims affecting or relating to the Purchased Assets are hereby expunged, discharged and terminated as against the Purchased Assets.

4. Upon delivery of the Receiver’s Closing Certificate, and upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, “**Governmental Authorities**”) are hereby authorized, requested and directed to accept delivery of such Receiver’s Closing Certificate and certified copy of this Order as though they were originals and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Purchaser or its nominee clear title to the Purchased Assets. Without limiting the foregoing:

- (a) the Registrar of the Alberta Personal Property Registry (the “**PPR Registrar**”) shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests in the estate or interest of the Debtors in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.

5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order and the APA. Presentment of this Order and the Receiver’s Closing Certificate shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims.

6. No authorization, approval or other action by and no notice to or filing with any governmental authority or regulatory body exercising jurisdiction over the Purchased Assets is required for the due execution, delivery and performance by the Receiver of the APA.
7. For the purposes of determining the nature and priority of Claims, net proceeds from the sale of the Purchased Assets (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Purchased Assets from and after delivery of the Receiver's Closing Certificate and all Claims shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Purchased Assets without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed for which it has issued a Receiver's Certificate pursuant to the Receivership Order.
8. Except as expressly provided for in the APA or by section 5 of the *Alberta Employment Standards Code*, the Purchaser (or its nominee) shall not, by completion of the Transaction, have liability of any kind whatsoever in respect of any Claims against the Debtors.
9. Upon completion of the Transaction, the Debtors and all persons who claim by, through or under the Debtors in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets, and to the extent that any such persons or entities remain in the possession or control of any of the Purchased Assets, or any artifacts, certificates, instruments or other indicia of title representing or evidencing any right, title, estate, or interest in and to the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).

10. The Purchaser (or its nominee) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtors, or any person claiming by, through or against the Debtors.
11. The Receiver is directed to file with the Court a copy of the Receiver's Closing Certificate forthwith after delivery thereof to the Purchaser (or its nominee).
12. Pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act* (Canada) and section 20(e) of the *Alberta Personal Information Protection Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser (or its nominee) all human resources and payroll information in the Debtors's records pertaining to the Debtors's past and current employees. The Purchaser (or its nominee) shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use (of such information) to which the Debtors were entitled.

MISCELLANEOUS MATTERS

13. Notwithstanding:
 - (a) the pendency of these proceedings and any declaration of insolvency made herein;
 - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the "**BIA**"), in respect of the Debtors, and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Debtors; and
 - (d) the provisions of any federal or provincial statute:

the vesting of the Purchased Assets in the Purchaser (or its nominee) pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute

oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

14. The Receiver, the Purchaser (or its nominee) and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.
15. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
16. Service of this Order shall be deemed good and sufficient by:
 - (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (iv) the Purchaser or the Purchaser's solicitors; and
 - (b) Posting a copy of this Order on the Receiver's website at: <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/sanitas>

and service on any other person is hereby dispensed with.
17. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

Schedule "A"

Form of Receiver's Certificate

COURT FILE NUMBER	2101-09184
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ATB FINANCIAL
DEFENDANTS	MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK
APPLICANT	BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED
DOCUMENT	RECEIVER'S CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP Barristers and Solicitors 2100, 222 3 rd Avenue S.W. Calgary, Alberta T2P 0B4 Phone: 403.693.5420 Fax: 403.508.4349 Attention: Ryan Zahara File: 0128056.00005

RECITALS

- A. Pursuant to an Order of the Honourable Justice G.S. Dunlop of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated January 11, 2024, BDO Canada Limited was appointed as the receiver and manager (the "**Receiver**") of the undertakings, property and assets of Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) and Sanitas Limited (collectively, the "**Debtors**").
- B. Pursuant to an Order of the Court dated July 23, 2024, the Court approved the agreement of purchase and sale made as of July 15, 2024 (the "**APA**") between the Receiver and H.R. Herchen Professional Corporation or its nominee (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtors' right, title and interest in and to the Purchased

Assets, 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 as set out in Article 6 of the APA have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the APA.

THE RECEIVER CERTIFIES the following:

1. The Purchaser (or its nominee) has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the APA;
2. The conditions to Closing as set out in Article 6 of the APA have been satisfied or waived by the Receiver and the Purchaser (or its nominee); and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at **[Time]** on **[Date]**.

BDO Canada Limited in its capacity as Receiver of the undertakings, property and assets of Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) and Sanitas Limited, and not in its personal or corporate capacity.

Per: _____
Name:
Title:

Schedule “B” – Purchased Assets

Dental Operatory #1	Adec Dental Chair, Model 511 (SN 20A511-B13247)
	Adec Dr.'s Delivery Unit, Chair Mounted, Model 532 (SN-20C532-B18104)
	Assistant's Delivery Package, Cabinet mounted, with isolate 3 (S/N-933C129A)
	Adec Dental Light, Cabinet mounted, Model: 574L (S/N-191574L-A14628)
	Belmont X- Ray unit, not mounted, Model: Photo IIs 505H (S/N-EA19G0066) shared with Op #2
	Apron (Grey)
	IBM Thinkcenter CPU, Benq Monitor with keyboard and mouse
	12 O'clock Dr.'s Cabinet
	Center Island storage housing with sink
	3m ESPE Curing Light, Model: Elipar DeepcureS (S/N-93312019606)
	Mouthwatch Intra Oral Camera (S/N-21052800)
	Dentist stool (Blue)
	Assistant's stool (Blue)
	Air Doctor Air Purifier
	Pentamix 3
	Danville Prepstart
Dental Operatory #2	Adec Dental Chair, Model: 511 (S/N-20A511-B13253)
	Adec Dr.'s Delivery Unit, Chair mounted, Model: 532 (S/N-20C532-B18096)
	Assistant's Delivery Package, Cabinet mounted, with isolate 3, Model: 572L (S/N-A1575L-A17308)
	Adec Dental Light, Cabinet mounted
	Belmont X- Ray unit, not mounted, Model: Photo IIs 505H (S/N-EA19G0066) shared with Op #1
	IBM Thinkcenter CPU, Benq Monitor with keyboard and mouse
	12 O'clock Dr.'s Cabinet
	3m ESPE Curing Light, Model: Elipar DeepcureS (S/N-9331120A602)
	Mouthwatch Intra Oral Camera (S/N-21051128)
	Dentist stool (Blue)
	Assistant's stool (Blue)
Dental Operatory #3	Pelton & Crane Dental Chair, Model: SP17 (S/N-1015323)
	Pelton & Crane Dr.'s Delivery Unit, Chair mounted, Model: Set12 (S/N-3306648)
	Pelton & Crane Assistant's Delivery Package
	Pelton & Crane Dental Light, Chair mounted
	Belmont PhotoxIIs X- Ray unit, Cabinet mounted, Model: 505H (S/N-EH19K0081) Shared with Op #4
	Apron (Grey)
	IBM Thinkcenter CPU, Benq Monitor with keyboard and mouse
	12 O'clock Dr.'s Cabinet
	Center Island storage housing with sink
	Mouthwatch Intra Oral Camera (S/N-21050946)
	Dentist stool (Grey)
	Assistant's stool (Grey)
	Air Doctor Air Purifier

Dental Operatory #4	Pelton & Crane Dental Chair, Model: SP17 (S/N-1015322)
	Pelton & Crane Dr.'s Delivery Unit, Chair mounted, Model: Set12 (S/N-3306649)
	Pelton & Crane Assistant's Delivery Package, Chair mounted
	Pelton & Crane Dental Light, Chair mounted
	Belmont Photoxlls X- Ray unit, Cabinet mounted, Model: 505H (S/N-EH19K0081) Shared with Op #3
	IBM Thinkcenter CPU, Benq Monitor with keyboard and mouse
	12 O'clock Dr.'s Cabinet
	Center Island storage housing with sink
	Assistant's stool (Grey)
	Zoom whitening (S/N-50985)
Sterilization	Midmark MII Ultraclave Units, steam sterilizer
	G4 Hydrim SciCan
	Statim
Lab	Sta Vac Former
	Whipmix Vibrator
	Danby mini fridge
X-Ray	Carestream Pan, Model: CS8100
	Lenovo CPU, Benq Monitor with keyboard and mouse, wall mounted
Waiting Room	Waiting room chairs
	Coat rack
Reception	Custom office desks
	IBM Thinkcenter CPU, Asus Monitor with keyboard and mouse
	IMB Thinkcenter CPU, Asus with keyboard and mouse
	HP Printer, Model: Officejet Pro 9015
	Pioneer office stereo
Staff Room	Danby mini fridge
	Panasonic microwave oven
	Table with 3 chairs
Mechanical	Compressor, Model: Ramvac (S/N-0320310139)
	Dental ez vacuum system, Model: MC202FS (S/N-AK15292)
	Solmetex Amalgam Separator, Model: Hg5 (S/N-XC109947)
	Maytag stackable washer and dryer
Other	Cleardent Software
	Patient Records

SCHEDULE "C"

COURT FILE NUMBER	2101-09184
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ATB FINANCIAL
DEFENDANTS	MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK
APPLICANT	BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED
DOCUMENT	SEALING ORDER
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP Barristers and Solicitors 2100, 222 3rd Avenue S.W. Calgary, Alberta T2P 0B4 Phone: 403.693.5420 Fax: 403.508.4349 Attention: Ryan Zahara File: 0128056.00005

Clerk's Stamp

DATE ON WHICH THIS ORDER WAS PRONOUNCED: JULY 23, 2024

LOCATION AT WHICH ORDER WAS MADE: CALGARY, ALBERTA

NAME OF THE JUDGE WHO MADE THIS ORDER: JUSTICE B.E.C. ROMAINE

UPON THE APPLICATION (the "**Application**") of BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertakings, property and assets of Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) and Sanitas Limited (collectively, the "**Debtors**") for an Order sealing certain confidential information and an Order approving the sale transaction contemplated by an Asset Purchase Agreement (the "**Herchen APA**") between the Receiver and H.R. Herchen Professional Corporation or its

nominee, respecting certain purchased assets described in the Herchen APA (the “**Purchased Assets**”);

AND UPON HAVING READ the Application, Receivership Order dated January 11, 2024, (the “**Receivership Order**”), First Report of the Receiver dated July 16, 2024 (the “**First Report**”), the Confidential Supplement to the Receiver's First Report (the “**Confidential Supplement**”), and the Affidavit of Service of Regie Agcaoili, filed July __, 2024; **AND UPON IT** appearing that all interested and affected parties have been served with notice of the Application; **AND UPON HEARING** the submissions of counsel for the Receiver and all other interested parties present;

IT IS HEREBY ORDERED THAT:

1. The clerk of the Court is hereby directed to seal the Confidential Supplement on the Court file until the earlier of:
 - i) an Order of this Court directs that the Confidential Supplement be filed in this Action;
 - ii) the Herchen APA has closed, and the Receiver files a receiver's certificate respecting the Herchen APA with the Clerk of the Court confirming the Herchen APA has closed; or
 - iii) January 23, 2025.
2. The Clerk of the Court is hereby directed to seal the Confidential Supplement in an envelope setting out the style of cause in the within proceedings and labelled:

THIS ENVELOPE CONTAINS CONFIDENTIAL DOCUMENTS. THESE CONFIDENTIAL DOCUMENTS ARE SEALED ON COURT FILE 2101-09184 PURSUANT TO THE ORDER ISSUED BY JUSTICE ROMAINE ON JULY 23, 2024. THESE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL EARLIER OF AN ORDER OF THE COURT DIRECTING THAT THESE CONFIDENTIAL DOCUMENTS BE FILED, AFTER THE FILING OF A RECEIVER'S CERTIFICATE FROM BDO CANADA LIMITED, IN ITS CAPACITY AS RECEIVER OF THE DEBTORS, CONFIRMING THAT THE CONFIDENTIAL DOCUMENTS MAY BE FILED, OR AFTER January 23, 2025.

The Honourable Justice B.E.C. Romaine
Justice Of The Court Of King's Bench Of Alberta

SCHEDULE “D”

COURT FILE NUMBER	2101-09184
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ATB FINANCIAL
DEFENDANTS	MALGORZATA NOWAK PROFESSIONAL CORPORATION, SANITAS LIMITED and MALGORZATA NOWAK
APPLICANT	BDO CANADA LIMITED, in its capacity as the Court-appointed Receiver and manager of MALGORZATA NOWAK PROFESSIONAL CORPORATION and SANITAS LIMITED
DOCUMENT	ORDER REVIVING SANITAS LIMITED AND APPROVING RECEIVER'S ACTIVITIES AND INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT AIKINS LLP Barristers and Solicitors 2100, 222 3 rd Avenue S.W. Calgary, Alberta T2P 0B4 Phone: 403.693.5420 Fax: 403.508.4349 Attention: Ryan Zahara File: 128056.00005

Clerk's Stamp

DATE ON WHICH ORDER WAS PRONOUNCED:	JULY 23, 2024
LOCATION WHERE ORDER WAS PRONOUNCED:	CALGARY, ALBERTA
NAME OF JUSTICE WHO MADE THIS ORDER:	JUSTICE B.E.C. ROMAINE

UPON THE APPLICATION by BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertakings, property and assets of Malgorzata Nowak Professional Corporation (operating as Sanitas Dental Health) and Sanitas Limited (collectively, the "**Debtors**") for an order approving the Receiver's activities to date, as set out in the First Report of the Receiver dated July 16, 2024 (the "**First Report**") and the Confidential Supplement to the First Report (the "**Confidential Supplement**");

AND UPON HAVING READ the Receivership Order dated January 11, 2024 (the “**Receivership Order**”), the First Report, the Confidential Supplement, and the Affidavit of Service of Regie Agcaoili, filed July __, 2024; **AND UPON HEARING** the submissions of counsel for the Receiver and all other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

TEMPORARY REVIVAL OF MALGORZATA NOWAK PROFESSIONAL CORPORATION

2. The Receiver is declared to be an “interested person” as defined in section 206.1 of the Alberta Business Corporations Act, RSA 2000, c B-9 (the “**ABCA**”).
3. Malgorzata Nowak Professional Corporation (“**Nowac PC**”) is hereby revived under section 210 of the ABCA to permit the Receiver to sell certain Nowak PC assets to H.R. Herchen Professional Corporation (“**Herchen**”) pursuant to an asset purchase agreement dated effective as of July 16, 2024, between the Debtors, by and through the Receiver, as Vendor, and Herchen, as Purchaser (the “**Herchen APA**”).
4. The revival of Nowak PC noted in paragraph 3 above shall be effective until the Herchen APA is closed, or upon further order of the Court.
5. The Receiver shall provide notice to the Alberta Corporate Registrar when the Herchen APA is closed and notice when the Receiver is discharged.
6. The Receiver shall have no obligation to file Nowak PC’s delinquent and future annual returns or take any other steps on behalf of Nowak PC.

APPROVAL OF RECEIVER’S ACTIVITIES

7. The Receiver’s interim statement of receipts and disbursements, as set out in Appendix “B” of the First Report, are hereby approved.

8. The Receiver's activities, as set out in the First Report, are hereby ratified and approved.

Justice of the Court of King's Bench of Alberta