

**SUPERIOR COURT  
(Commercial Division)**

**CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL  
No.: 500-11-062636-234  
500-11-063060-236**

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In the matter of the of the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 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.**

Debtors

**RAYMOND CHABOT INC.**

Monitor / Applicant

**MNP LTD.**

BLT NOI Trustee

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**Charge Termination Certificate**

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**RECITALS:**

**WHEREAS** on July 14, 2023, Brunswick Health Group Inc. (**BHG**), 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. (**898 Canada**) (collectively, **Brunswick Group** and, excluding 898 Canada, the **CCAA Debtors**) each filed a Notice of intention pursuant to the *Bankruptcy and Insolvency Act* (the **BIA Proceedings**);

**WHEREAS** on August 17, 2023, the Superior Court of Québec (Commercial Division) (the **Court**) issued an order (the **NOI Charges Order**) which *inter alia*:

- (a) created a priority charge on all of Brunswick Group's assets, property and undertakings (the **Property**) in the aggregate amount of \$1,250,000 in favour of the The Toronto-Dominion Bank and Business Development Bank of Canada (collectively, the **Interim Lenders**) to secure the obligations of Brunswick Group under the Interim Financing Terms Sheet dated August 16, 2023 (the **Interim Lenders' Charge**);
- (b) created a priority charge in favour of C.S. Adjami Inc., in its capacity as NOI trustee to the entities of Brunswick Group as well as interim receiver, and McCarthy Tétrault LLP, in its capacity as counsel to Brunswick Group, over the Property in the amount of \$150,000 (as subsequently increased to \$200,000, the **NOI Administration Charge**) as security for the payment of their professional fees and disbursements; and
- (c) created a priority charge in favour of PricewaterhouseCoopers Corporate Finance Inc. (**PwC**) in the amount of \$350,000 on the Property (the **Financial Advisor Charge**) as security for the payment of its fees and disbursements.

**WHEREAS** on January 12, 2024, the Court issued a Transition Order which *inter alia*:

- (a) continued the BIA Proceedings of the CCAA Debtors under the *Companies' Creditors Arrangement Act* (the **CCAA**) thereby commencing proceeding under the CCAA in respect of the CCAA Debtors (the **CCAA Proceedings**);
- (b) appointed Raymond Chabot Inc. as monitor of the CCAA Debtors (the **Monitor**); and
- (c) appointed Stein & Stein Inc. as representative counsel in the CCAA Proceedings (the **Representative Counsel**) to represent the interest of the physicians and created a priority charge in favour of Stein & Stein Inc. in the amount of \$35,000 on the Property (the **Representative Counsel Charge**) as security for the payment of its fees and disbursements.

**WHEREAS** on February 9, 2024, the Court issued an Amended and Restated Vesting Order (the **Amended and Restated RVO**) thereby, *inter alia*, authorizing the Monitor to pay the amounts owing to the Interim Lenders under the Amended and Restated Interim Financing Term Sheet dated January 9, 2024 (the **ARIF Term Sheet**), as well as the amounts owing to the beneficiaries of the NOI Administration Charge, a partial amount owed to the beneficiary of the Financial Advisor Charge and all amounts owed to the beneficiary of the Representative Counsel Charge;

**WHEREAS** the Amended and Restated RVO contemplates the issuance of this Charge Termination Certificate once all amounts owing to (i) the Interim Lenders under the ARIF Term Sheet and (ii) the beneficiaries of the NOI Administration Charge and the Representative Counsel Charge have been paid in full.

**THE MONITOR CERTIFIES THAT:**

All amounts owing to (i) the Interim Lenders under the ARIF Term Sheet and (ii) the beneficiaries of the NOI Administration Charge and the Representative Counsel Charge have been paid in full.

5/3/2024

This Certificate was issued by the Monitor at 4:22pm [TIME] on \_\_\_\_\_ [DATE].

Raymond Chabot Inc. in its capacity as Monitor, and not in its personal or corporate capacity.

DocuSigned by:  
  
E87104090534441

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Name: Ayman Chaaban

Title: Associé