

**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

**BRUNSWICK LABS & TESTS INC.**

Debtor

**RAYMOND CHABOT INC.**

Monitor / Applicant

**MNP LTD.**

BLT NOI Trustee

**THE REGISTRAR OF THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS  
(QUÉBEC)**

Mis-en-cause

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**Closing 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** C.S. Adjami Inc. was appointed as trustee to the notices of intention filed by the entities of Brunswick Group;

**WHEREAS** on October 30, 2023, Brunswick Labs & Tests Inc. (**BLT**) filed a Notice of intention pursuant to the BIA;

**WHEREAS** MNP Ltd. (the **BLT NOI Trustee**) was appointed as trustee to the notice of intention filed by BLT;

**WHEREAS** on November 28, 2023, the Court issued an Approval and Vesting Order (the **Vesting Order**) thereby, *inter alia*, authorizing and approving the purchase and sale and other transactions contemplated in the amended and restated share purchase agreement dated as of November 27, 2023, entered into by and between (i) 15529301 Canada Inc. (the **Purchaser**), (ii) BHG, (iii) Vince Trevisonno, (iv) 9508503 Canada Inc., as guarantor (the **Guarantor**), and (v) BLT (the **Initial SPA**);

**WHEREAS** on January 12, 2024, the Court issued a Transition Order thereby continuing the BIA Proceedings of the CCAA Debtors under the *Companies' Creditors Arrangement Act* (the **CCAA Proceedings**) and appointed Raymond Chabot Inc. as monitor of the CCAA Debtors (the **Monitor**);

**WHEREAS** on January 22, 2024, the Court issued an Amended and Restated Transition Order, which, *inter alia*, extended the stay of proceedings until and including March 22, 2024, and granted additional powers to the Monitor;

**WHEREAS** on February 9, 2024, the Court issued an Amended and Restated Vesting Order (the **Amended and Restated RVO**) thereby, *inter alia*, authorizing and approving the purchase and sale and other transactions (the **Transactions**) contemplated in the second amended and restated share purchase agreement dated January 31, 2024 entered between (i) the Purchaser, (ii) BHG, (iii) Vince Trevisonno, (iv) the Guarantor, (v) Laurent Amram and (vi) BLT (the **Re-Amended SPA**);

**WHEREAS** the Amended and Restated RVO contemplates the issuance of this Closing Certificate once all the conditions to the closing of the Transactions have been satisfied or waived by the parties thereto.


**THE MONITOR AND THE BLT NOI TRUSTEE CERTIFY THAT:**

- (a) the Re-Amended SPA has been executed and delivered;
- (b) the BLT Consideration (as defined in the Re-Amended SPA) has been paid by the Purchaser;

- (c) the BHG Initial Consideration (as defined in the Re-Amended SPA) has been paid by the Purchaser; and
- (d) all conditions to the closing of the Transactions have been satisfied or waived by the parties thereto as evidenced by the Conditions Certificates (as defined in the Re-Amended SPA).

This Certificate was issued by the Monitor and BLT NOI Trustee at 16:19 [TIME] on 2/13/2024 [DATE].

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

DocuSigned by:  
  
E87104090534441...  
**Name:** Ayman CHAABAN  
**Title:** Associé

**MNP Ltd.** in its capacity as BLT NOI Trustee, and not in its personal or corporate capacity.

DocuSigned by:  
  
6005B87AB842491...  
**Name:** Pierre Marchand  
**Title:** BLT Noi Trustee