

SUPERIOR COURT

(Commercial Division)

C A N A D A

**PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

No.: 500-11-065011-245

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF

ELNA MEDICAL GROUP INC./GROUPE MÉDICAL ELNA INC.

9508503 CANADA INC.

THE OTHER APPLICANTS LISTED IN Schedule A HERETO

Debtors

-and-

RAYMOND CHABOT INC.

Monitor

-and-

2705425 ALBERTA LTD.

2705428 ALBERTA LTD.

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

THE REGISTRAR OF THE ONTARIO PERSONAL PROPERTY REGISTRY

THE REGISTRAR OF THE ALBERTA PERSONAL PROPERTY REGISTRY

THE REGISTRAR OF THE SASKATCHEWAN PERSONAL PROPERTY REGISTRY

THE REGISTRAR OF THE MANITOBA PERSONAL PROPERTY REGISTRY

Impleaded Parties

CERTIFICATE OF THE MONITOR

RECITALS:

WHEREAS on December 11, 2024, the Superior Court of Quebec, Commercial Division (the "**Court**") issued a "first day" initial order (the "**First Day Order**") pursuant to the *Companies' Creditors Arrangement Act* (the "**Act**") in respect of Medicentres Canada Inc., Elna Medical Group Inc. / Groupe Médical Elna Inc., 9508503 Canada Inc. and the other applicants listed in Schedule A hereto (the "**Debtors**");

WHEREAS pursuant to the terms of the First Day Order, Raymond Chabot Inc. was appointed as monitor of the Debtors (in such capacity, the "**Monitor**");

WHEREAS on December 17, 2024, the Court issued an Amended and Restated Initial Order, on February 12, 2025, the Court issued a Second Amended and Restated Initial Order, on March 10, 2025, the Court issued a Third Amended and Restated Initial Order, and on April 25, 2025, the Court issued a Fourth Amended and Restated Initial Order.

WHEREAS on April 25, 2025 the Court issued an Order (the "**Vesting Order**") thereby, *inter alia*, authorizing and approving the execution of an agreement entitled *Subscription Agreement* (the "**Subscription Agreement**") by and between Medicentres Canada Inc. (the "**Corporation**") and Medavie Inc., as purchaser (the "**Purchaser**"), copy of which was filed under seal in the Court record, and into all the transactions contemplated therein (the "**Transaction**") with such alterations, changes, amendments, deletions or additions thereto, as may be agreed to with the consent of the Monitor; and

WHEREAS the Vesting Order contemplates the issuance of this Certificate of the Monitor once (a) the Subscription Agreement has been executed and delivered in accordance with the terms and subject to the conditions of the Purchase Agreement; and (b) the Subscription Price (as defined in the Subscription Agreement) has been satisfied by the Purchaser; and (c) all the conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

THE MONITOR CERTIFIES AS TO THE FOLLOWING:

- (a) the Subscription Agreement has been executed and delivered;
- (b) the Subscription Price (as defined in the Purchase Agreement) has been satisfied by the Purchaser upon the closing of the Transaction in accordance with the terms and subject to the conditions of the Subscription Agreement; and
- (c) all conditions to the closing of the Transaction have been satisfied or waived by the parties thereto.

This Certificate was issued by the Monitor at 10:45 a.m. (Montreal time) on April 30, 2025.

Raymond Chabot Inc., in its capacity as Court-appointed monitor of the Debtors and not in its personal or corporate capacity.

Signature:  Signé par :
8729A3FA99B44B8...

Name: Benoit Fontaine, CPA, CIRP, LIT

Schedule A List of CCAA PARTIES

- ELNA Pediatrics Inc.
- Tiny Tots Medical Centre Ltd.
- 7503881 Canada Inc.
- Clinique Médicale ELNA Unimed Inc.
- Gestion ELNA 2 Inc. (ELNA Plateau Mont-Royal)
- CDL Protontherapy Center Inc.
- CDL Proton Management Inc.
- Clinique Médicale ELNA Châteauguay Inc.
- Clinique Métro-Medic Centre-Ville Inc.
- 9248-5994 Québec Inc. (ELNA Pierrefonds)
- Créa-Med Clinique de Médecine Privée Inc.
- GBMC Medical Office Management Inc.
- Omni-Med Stillview Inc.
- ELNA ROCKLAND MANAGEMENT INC.
- ELNA Rockland Clinic Inc.
- ELNA Clinique A Inc.
- ELNA Group Inc. (ELNA Cosmetics)
- ELNA Anti-Aging Inc.
- Clinique Médicale ELNA Décarie Inc.
- ELNA Plus Décarie Square Inc.
- ELNA Mental Health Inc.
- ELNA Technologies Inc.
- Montreal Perfusion Center Inc.
- Gestion ELNA 1 Inc.

- Clinique Privamed Inc.
- M-Health Solutions Inc.
- 1000224328 Ontario Inc.
- CDL Laboratories Inc.
- 11247603 Canada Inc.
- 7159099 Canada Inc.
- CDL Cardiology Inc.
- ELNA Acquisitions Inc.
- Medicentres Canada Inc.
- 9472-1024 Québec Inc.
- Gestion Privamed Inc.