

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) FRIDAY, THE 17TH DAY
)
JUSTICE W.D. BLACK) OF OCTOBER, 2025

Court No.: 31-3268936
Estate No.: 31-3268936

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
IOVATE HEALTH SCIENCES INTERNATIONAL INC.**

Court No.: 31-3268942
Estate No.: 31-3268942

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
IOVATE HEALTH SCIENCES U.S.A. INC.**

Court No.: 31-3268971
Estate No.: 31-3268971

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
NORTHERN INNOVATIONS HOLDING CORP.**

ORDER

THIS MOTION, made by Iovate Health Sciences International Inc. ("**Iovate International**"), Iovate Health Sciences U.S.A. Inc. ("**Iovate USA**"), and Northern Innovations Holding Corp. ("**Northern Innovations**" and together with Iovate International and Iovate USA, the "**NOI Applicants**") for an Order, approving the settlement agreement between Iovate USA and Kenco Logistic Services, LLC ("**Kenco**") dated October 8, 2025 (the "**Settlement Agreement**"), was heard this day at 330 University Avenue, Toronto, Ontario by videoconference.

ON READING the Motion Record of the NOI Applicants, including the Affidavit of Wesley Parris sworn October 11, 2025 and the exhibits thereto (the "**Third Parris Affidavit**"), the Third Report of the Proposal Trustee and on hearing the submissions of counsel for the NOI Applicants, the Proposal Trustee and Royal Bank of Canada as agent for a syndicate of lenders (the "**Administrative Agent**"), and such other parties shown on the Participant Information Form filed with the Court:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Third Parris Affidavit.

APPROVAL OF SETTLEMENT AGREEMENT

3. **THIS COURT ORDERS** that the Settlement Agreement, attached as **Exhibit "D"** to the Third Parris Affidavit, and the resolution of the dispute between Iovate USA and Kenco contemplated therein, be and is hereby approved. Iovate USA is hereby authorized and directed to perform its obligations under the Settlement Agreement and any ancillary documents related thereto, and to take such additional steps and execute such additional documents as may be necessary or desirable to give effect to the Settlement Agreement.

RELEASE

4. **THIS COURT ORDERS** that each of Kenco and its present and former officers, directors, employees, agents, shareholders, beneficiaries, successors, assigns, partners, and affiliates (collectively, the "**Kenco Entities**") and Iovate USA and its present and former officers, directors, employees, agents, shareholders, beneficiaries, successors, assigns, partners, and affiliates (collectively, the "**Iovate Entities**") hereby release and forever discharge each other from and

against any and all claims, actions, demands, causes of action, proceedings, debts, duties, interests, claims over, indemnities, contracts, losses, injuries, undertakings, sums of money, damages, covenants, and liabilities, known or unknown, that each of the Kenco Entities and Iovate Entities may have arising out of or relating to the Warehousing and Logistics Services Agreement dated April 27, 2023 (the “WLSA”), provided that each of Kenco and Iovate USA have complied with and continue to comply with all of their respective obligations under the terms of the Settlement Agreement.

5. **THIS COURT ORDERS** that each of Kenco and Iovate USA agree not to make any claims or demands or take proceedings against each other, or take any proceedings against any other person, corporation, or entity which might claim over against any of the Kenco Entities or the Iovate Entities, or any party who might claim contribution or indemnity from any of the Kenco Entities or the Iovate Entities, in connection with the WLSA. In the event that any of Kenco or Iovate USA hereafter make any claims or demands or take any other proceedings against any person who may claim over or claim contribution or indemnity against any of Kenco or Iovate USA with respect to the WLSA, or any of the matters arising out of or relating to the WLSA, this Order may be raised as an estoppel and complete bar to any such claim, demand or proceeding.

GENERAL

6. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

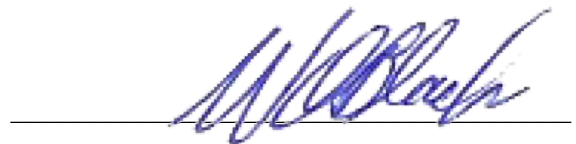
7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the NOI Applicants, the Proposal Trustee and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and provide such assistance to the NOI Applicants and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant foreign representative status to Iovate International in any foreign proceeding, or to assist the NOI Applicants and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that Iovate International be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, including in the United States, for the recognition of this Order and the NOI Proceedings for assistance in carrying out the terms of this Order, and Iovate International is authorized and empowered to act as a foreign representative in respect of the NOI Proceedings for the purpose of having the NOI Proceedings recognized in a jurisdiction outside of Canada.

9. **THIS COURT ORDERS** that Iovate International is authorized and empowered, as foreign representative of the NOI Applicants and the NOI Proceedings, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, and any other provisions of the *United States Bankruptcy Code*.

10. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the NOI Applicants, the Proposal Trustee, the Administrative Agent and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

11. **THIS COURT ORDERS** that this Order is effective from today's date and it is made and enforceable without the need for entry or filing.



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IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF IOVATE HEALTH SCIENCES U.S.A. INC.

Court No.: 31-3268942
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IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF NORTHERN INNOVATIONS HOLDING CORP.

Court No.: 31-3268971
Estate No.: 31-3268971

Court File No: BK-25-03268936-0031

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

ORDER

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