

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

**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C.,
1985, C. B-3, AS AMENDED**

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.**

**MOTION RECORD OF
IOVATE HEALTH SCIENCES INTERNATIONAL INC., IOVATE HEALTH SCIENCES U.S.A.
INC., AND NORTHERN INNOVATIONS HOLDING CORP.
(Returnable October 3, 2025)**

September 30, 2025

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(as at September 29, 2025)

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**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C.,
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**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
NORTHERN INNOVATIONS HOLDING CORP.**

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TAB 1

Court File No: BK-25-03268936-0031

**ONTARIO
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Court No.: 31-3268971
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**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
NORTHERN INNOVATIONS HOLDING CORP.**

**NOTICE OF MOTION
(Extension of Time to File a Proposal)**

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**”) will make a Motion to a Judge presiding over the Commercial List on Friday, October 3, 2025 at 12:00 p.m., or as soon after that time as the Motion can be heard.

PROPOSED METHOD OF HEARING: The Motion is to be heard

- ☐ In writing under subrule 37.12.1(1);
- ☐ In writing as an opposed motion under subrule 37.12.1(4);
- ☐ In person;
- ☐ By telephone conference;
- ☒ By video conference.

at the following location:

<https://ca01web.zoom.us/j/61474879934?pwd=NDQvb3ZKRkN0b3hpTWNPU1RaaWt0QT09#success>.

THE MOTION IS FOR:

1. An order, substantially in the form included at Tab 3 of the NOI Applicants' Motion Record (the "**Order**"), among other things, extending the time for the NOI Applicants to file a proposal from October 5, 2025 to and including November 4, 2025 (the "**Extension**").

THE GROUNDS FOR THE MOTION ARE:¹

Background

2. The NOI Applicants are part of a group of companies (the "**Iovate Group**") engaged in the development, production, and sale of health and nutrition products in Canada, the United States, and elsewhere;
3. The Iovate Group is in default under its syndicated credit agreement, with approximately USD \$115,785,488 owing to its lenders (the "**Lenders**") as of August 31, 2025;

¹ Capitalized terms not otherwise defined have the meanings given to them in the Affidavits of Wesley Parris sworn September 6 and September 29, 2025.

4. Iovate International and Iovate USA are jointly and severally liable under a judgment in favour of Orgain, Inc. (“**Orgain**”) in the amount of USD \$12.5 million (the “**Judgment**”), which Orgain has sought to enforce through garnishments against major customers;

5. On June 27, 2025, Orgain obtained a writ of garnishment against Walmart Inc. (“**Walmart**”). Orgain subsequently served the garnishment against Walmart and Walmart consequently withheld payments to Iovate USA. As of September 26, 2025, Walmart is holding approximately USD \$13.2 million owing to Iovate USA;

6. On August 25, 2025, Iovate International and Iovate USA were unsuccessful before the Circuit Court of Benton County, Arkansas in seeking an order quashing Orgain’s writ of garnishment issued to Walmart;

7. On August 27, 2025, the Lenders issued demand letters and notices of intention to enforce security, citing prejudice to their collateral as a result of Orgain’s efforts to enforce the Judgment;

8. The NOI Applicants determined it was necessary to commence the NOI Proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”);

9. On September 5, 2025, each of the NOI Applicants filed a Notice of Intention to Make a Proposal (“**NOI**”) pursuant to section 50.4 of the BIA;

Update on the NOI Proceedings

10. On September 9, 2025, this Court granted an order (the “**September 9 Order**”) that, among other things: (i) approved administrative consolidation of the NOI Proceedings; (ii) granted a charge over the assets, undertakings, and properties of the NOI Applicants to secure payment of

the fees and disbursements of certain administrative professionals; (iii) authorized Iovate International to act as foreign representative for the purpose of having the NOI Proceedings recognized in a jurisdiction outside of Canada; and (iv) authorized Iovate International, as foreign representative, to seek relief pursuant to Chapter 15 of the *United States Bankruptcy Code*;

11. On September 10, 2025, the United States Bankruptcy Court for the Southern District of New York (the “**New York Court**”) entered an order (the “**Provisional Order**”) provisionally recognizing Iovate International as foreign representative of the NOI Applicants with full authority to administer their assets and affairs in the United States (the “**Chapter 15 Proceedings**”);

12. On September 19, 2025, the Provisional Order was extended pursuant to an order of the New York Court;

13. Notwithstanding the NOI Proceedings, the NOI Applicants continue to face liquidity and business interruption issues including as a result of the failure to receive approximately USD \$13.2 million in receivables held by Walmart, and the filing of a Motion for Relief from Stay or Adequate Protection under the Chapter 15 Proceedings by one of the NOI Applicants’ main third party logistics providers;

The Extension

14. The Extension is necessary and appropriate to allow the NOI Applicants to address the liquidity and business interruption issues while continuing to operate the NOI Applicants’ business in the ordinary course and explore their restructuring options;

15. The NOI Applicants have acted, and continue to act, in good faith and with due diligence;

16. The NOI Applicants are at an early stage of the NOI Proceedings and a definitive restructuring plan has not yet been formulated. The Extension is required to provide the NOI Applicants: (a) continued breathing room while they organize their affairs and stabilize operations; and (b) an opportunity to fully evaluate their restructuring options and commence certain restructuring initiatives;

17. The Extension, if granted, will enhance the likelihood of viable restructuring plans for the NOI Applicants;

18. No creditors will be materially prejudiced if the Extension is granted;

19. The NOI Applicants have been engaging with stakeholders throughout these NOI Proceedings and are not aware of any opposition to the Extension;

20. The Lenders are supportive of the Extension;

21. The Proposal Trustee supports the Extension and considers the length of the Extension appropriate in the circumstances;

22. The NOI Applicants are projected to have sufficient funding during and beyond the Extension;

Other Grounds

23. The provisions of the *BIA*, including sections 50.4 and 69, and the inherent and equitable jurisdiction of this Honourable Court;

24. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and

25. Such further and other grounds as the lawyers may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

26. The Affidavit of Wesley Parris, sworn September 29, 2025;

27. The Second Report of the Proposal Trustee, to be filed; and

28. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

September 30, 2025

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Lawyers for Iovate Health Sciences
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IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF IOVATE HEALTH SCIENCES INTERNATIONAL INC.

Court No.: 31-3268936
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Court No.: 31-3268942
Estate No.: 31-3268942

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
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PROCEEDING COMMENCED AT TORONTO

NOTICE OF MOTION
(Extension of Time to File a Proposal)

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Lawyers for Iovate Health Sciences International Inc., Iovate Health Sciences U.S.A. Inc. and Northern Innovations Holding Corp.

TAB 2

Court File No: BK-25-03268936-0031

**ONTARIO
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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.**

AFFIDAVIT OF WESLEY PARRIS

(sworn September 29, 2025)

I, Wesley Parris, of the City of Oakville, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am the Chief Executive Officer of Iovate Health Sciences International Inc. (“**Iovate International**”), Iovate Health Sciences U.S.A. Inc. (“**Iovate USA**”) and Northern Innovations Holding Corp. (“**Northern Innovations**”, together with Iovate International and Iovate USA, the “**NOI Applicants**”). I have served in this position since April 29, 2024. Through my role as Chief Executive Officer, I am familiar with the business and operations of the NOI Applicants. I have

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personal knowledge of the facts stated in this affidavit, except where indicated to be on the basis of information and belief.

2. I swear this affidavit in support of the NOI Applicants' motion for an order extending the time for the NOI Applicants to file a proposal from October 5, 2025 (the "**NOI Stay**") to November 4, 2025 (the "**Extension**").

A. Background

3. On September 5, 2025, the NOI Applicants each filed a Notice of Intention to Make a Proposal (each an "**NOI**" and collectively, the "**NOIs**") pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"). KSV Restructuring Inc. was appointed as the NOI Applicants' proposal trustee (the "**Proposal Trustee**"). The principal purpose of these proceedings (the "**NOI Proceedings**") is to create a stabilized environment to allow the NOI Applicants to pursue an orderly restructuring of their business.

4. The background to the NOI Applicants' filing is set out in my affidavit sworn on September 6, 2025. Attached hereto and marked as **Exhibit "A"** is a copy of my affidavit sworn September 6, 2025, without exhibits.¹

5. On September 9, 2025, this Court granted an order approving: (a) administrative consolidation of the NOI Proceedings under one title of proceedings; (b) a charge over the assets, undertakings, and properties of the NOI Applicants to secure payment of the fees and disbursements of certain administrative professionals; (c) Iovate International to act as foreign

¹ Capitalized terms not defined herein have the meaning ascribed to them in my affidavit sworn September 6, 2025.

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representative for the purpose of having the NOI Proceedings recognized in a jurisdiction outside of Canada; and (d) Iovate International, as foreign representative, to apply for relief pursuant to Chapter 15 of the *United States Bankruptcy Code* (the “**September 9 Order**”). Attached hereto and marked as **Exhibit “B”** is the September 9 Order.

6. On September 10, 2025, the United States Bankruptcy Court for the Southern District of New York (the “**New York Court**”) entered an order (the “**Provisional Order**”) provisionally recognizing Iovate International as foreign representative of the NOI Applicants with full authority to administer their assets and affairs in the United States (the “**Chapter 15 Proceedings**”). The Provisional Order also provided that section 362 of the *United States Bankruptcy Code* applies with respect to the NOI Applicants and the property of each NOI Applicant that is within the territorial jurisdiction of the United States. The Provisional Order was extended pursuant to an order granted by the New York Court on September 19, 2025 (the “**Extension Order**”). Copies of the Provisional Order and the Extension Order are attached hereto as **Exhibits “C”** and “**D**”, respectively.

7. Despite the initiation of the NOI Proceedings, the NOI Applicants continue to face liquidity and business interruption issues. This is a result of various factors including, among others:

- (a) the failure to receive approximately USD \$13.2 million (as of September 26, 2025) in receivables being held by Walmart Inc. (“**Walmart**”) as a result of Orgain Inc.’s (“**Orgain**”) enforcement efforts, which represent a critical component of the NOI Applicants’ cash flows and are required for working capital; and

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- (b) the filing of a Motion for Relief from Stay or Adequate Protection under the Chapter 15 Proceedings by one of the NOI Applicants' main third party logistics providers.

B. NOI Extension

8. The current period for the NOI Applicants to file proposals expires on October 5, 2025. The NOI Applicants require the Extension to preserve the *status quo* and explore their restructuring options.

9. The Extension is needed to, among other actions:

- (a) obtain final recognition of the NOI Proceedings as a “foreign main proceeding” pursuant to Chapter 15 of the *United States Bankruptcy Code*, and related relief;²
- (b) continue to engage with suppliers, creditors, customers and employees to ensure the NOI Applicants' business continues to operate in the ordinary course and without interruption;
- (c) continue to engage with the Lenders and other key stakeholders regarding the NOI Applicants' restructuring options; and
- (d) engage with the parties taking enforcement steps against the NOI Applicants, which are impacting the NOI Applicants' liquidity and business, and to seek the

² The motion for final recognition of the NOI Proceedings pursuant to Chapter 15 of the *United States Bankruptcy Code* is scheduled for October 28, 2025.

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appropriate judicial relief if consensual resolutions with these parties cannot be achieved.

10. The NOI Applicants have complied with all their obligations under the BIA and have acted and are acting in good faith and with due diligence since commencing these NOI Proceedings. Specifically, the NOI Applicants:

- (a) took all steps necessary to obtain the September 9 Order, the Provisional Order and the Extension Order;
- (b) worked with KPMG, in its capacity as financial advisor to the NOI Applicants (the “**Financial Advisor**”), and the Proposal Trustee to evaluate their financial position, including preparing projected cash flows which show that the NOI Applicants have sufficient liquidity to operate to the end of the Extension;
- (c) worked with their counsel, the Financial Advisor, the Proposal Trustee and the Proposal Trustee’s counsel in considering various restructuring options, including a sale and investment solicitation process;
- (d) continued to consider and plan restructuring steps that would improve their liquidity position;
- (e) worked with their counsel, the Proposal Trustee and the Proposal Trustee’s counsel to engage in discussions with Orgain and Walmart regarding the release of the funds owing by Walmart to Iovate USA; and

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- (f) took steps to ensure that their suppliers continued to supply goods and services required for the continued operation of the NOI Applicants' business in the ordinary course.

11. The NOI Applicants are at an early stage of the NOI Proceedings and a definitive restructuring plan has not yet been formulated. The Extension is required to provide the NOI Applicants: (a) continued breathing room while they organize their affairs and stabilize operations; and (b) an opportunity to fully evaluate their restructuring options and commence certain restructuring initiatives.

12. The NOI Applicants expect that the Extension will: (a) provide the NOI Applicants with additional time to complete the Chapter 15 recognition process; (b) give the NOI Applicants an opportunity to address their disputes with Orgain and one of their main third party logistics providers, which threaten the NOI Applicants' business and impact their cash flows; (c) allow the NOI Applicants' management to focus on restructuring efforts, which is in the interests of all stakeholders, including the Lenders, creditors, employees, customers and suppliers; and (d) assess whether their restructuring efforts would be more properly advanced under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36.

13. The NOI Applicants are of the view that, if the Extension is granted, the likelihood of viable restructuring plans for the NOI Applicants will be enhanced.

14. The NOI Applicants are not aware of any creditors that would be materially prejudiced if the Extension is granted. The NOI Applicants have been engaging in discussions with stakeholders throughout these NOI Proceedings and are not aware of any opposition to the proposed Extension.

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15. I understand that the Lenders, as the NOI Applicants' primary secured creditors, are supportive of the Extension.

16. I understand that the Proposal Trustee supports the extension of the NOI Stay and is of the view that the length of the Extension is appropriate in the circumstances.

17. The NOI Applicants are projected to have sufficient funding during and beyond the requested Extension. I understand that a copy of the NOI Applicants' consolidated cash flow will be included in the Proposal Trustee's second report to the Court.

18. I swear this affidavit in support of the NOI Applicants' motion to extend the NOI Stay Period and for no other or improper purpose.

SWORN BEFORE ME over videoconference this 29th day of September, 2025 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely. The affiant is located in Oakville in the Province of Ontario and the commissioner is located in the City of Toronto, in the Province of Ontario.



DANISH AFROZ
Commissioner for Taking Affidavits
(or as may be)

DocuSigned by:

E4D24112FEB2427...

WESLEY PARRIS

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Lawyers for Iovate Health Sciences International Inc., Iovate Health Sciences U.S.A. Inc. and Northern Innovations Holding Corp.

***THIS IS EXHIBIT "A" TO THE
AFFIDAVIT OF WESLEY PARRIS
SWORN BEFORE ME THIS 29TH
DAY OF SEPTEMBER, 2025***

A handwritten signature in blue ink, consisting of a stylized 'W' and 'P' intertwined, with a horizontal line extending to the right.

A Commissioner Etc.

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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.**

**AFFIDAVIT OF WESLEY PARRIS
(sworn September 6, 2025)**

I, **WESLEY PARRIS**, of the City of Oakville in the Province of Ontario, **MAKE OATH
AND SAY:**

1. I am the Chief Executive Officer of 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 "**Iovate Entities**"). Since my appointment as Chief Executive Officer on April 29, 2024, I have had primary responsibility for the direction of the Iovate Entities' corporate, management and

strategic functions. As such, I have personal knowledge of the matters to which I hereinafter depose. Where information contained in this affidavit is based on information I have received from other sources, I have stated the source of that information, and in all such cases I believe that information to be true.

2. On September 5, 2025, Iovate International, Iovate USA and Northern Innovations each filed a Notice of Intention to Make a Proposal ("**NOI**") pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended. KSV Restructuring Inc. ("**KSV**") was appointed as the Iovate Entities' proposal trustee (the "**Proposal Trustee**"). Copies of the NOIs are attached hereto and marked as **Exhibit "A"**.

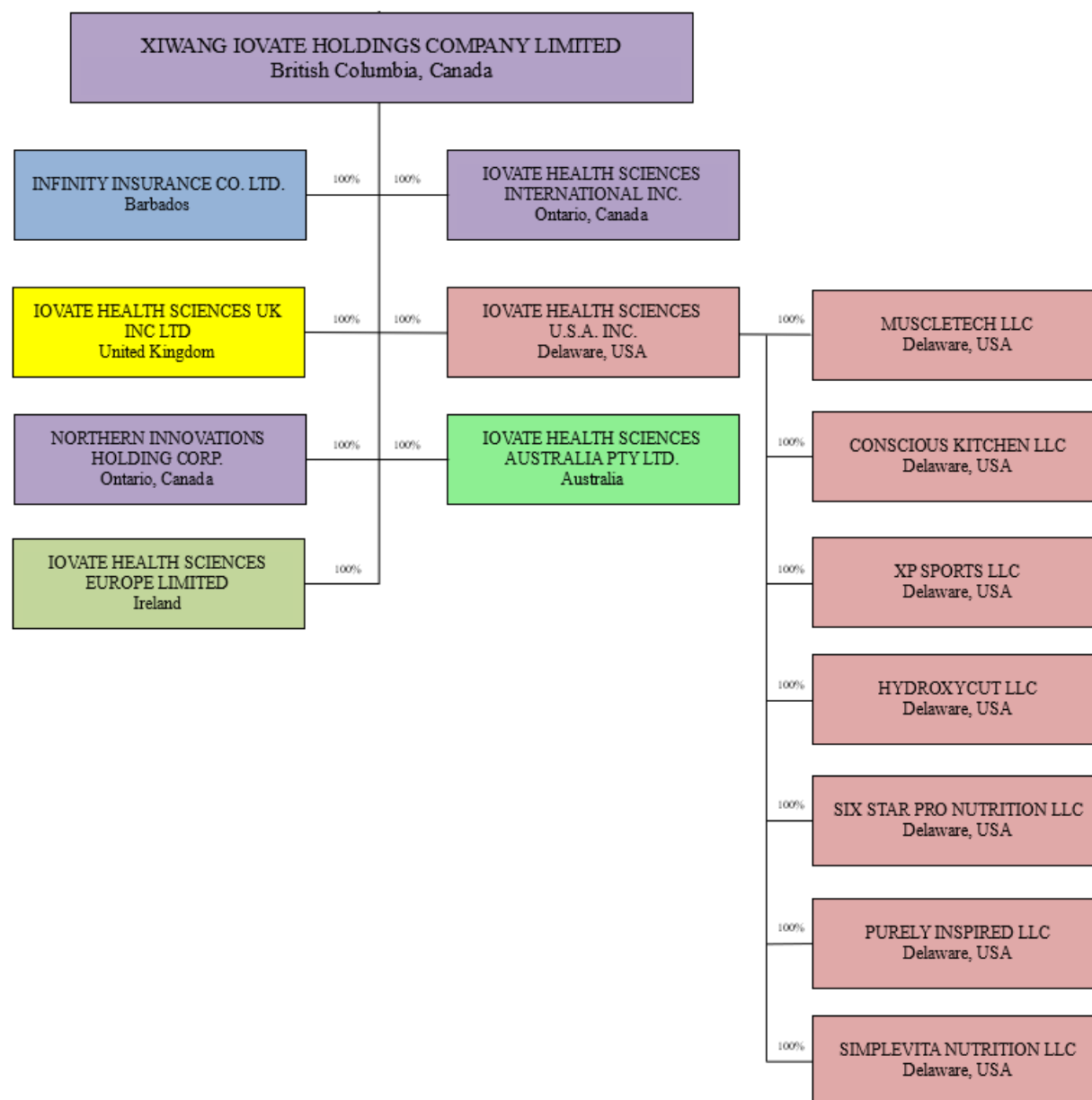
3. This affidavit is made in support of a motion by the Iovate Entities for an order, among other things:

- (a) approving an administrative consolidation of the proposal proceedings of the Iovate Entities (collectively, the "**Proposal Proceedings**") under one title of proceeding;
- (b) authorizing and empowering Iovate International to act as a foreign representative of the Proposal Proceedings (the "**Foreign Representative**") for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada; and
- (c) authorizing Iovate International, as Foreign Representative, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*.

I. IOVATE GROUP CORPORATE STRUCTURE

4. The Iovate Entities are members of a corporate group (collectively, the "**Iovate Group**") engaged in the business of developing, producing and selling a range of health and nutrition

products in Canada, the United States, and internationally. An extract of the Iovate Group's corporate structure is reproduced below:



5. Xiwang Iovate Holdings Company Limited ("**Xiwang Iovate**") was incorporated under the *Business Corporations Act*, SBC 2002, c 57 (the "**BCBCA**") on August 3, 2016. Its registered office is located in Vancouver, British Columbia. Xiwang Iovate directly owns all of the issued and outstanding shares of Iovate International, Iovate USA, and Northern Innovations.

6. The Iovate Group leases its corporate office facilities located at 381 North Service Road West, Oakville, Ontario (the "**Oakville Head Office**"), which serves as the base of the Iovate Group's executive management.

II. THE IOVATE ENTITIES

7. The only entities within the Iovate Group that have commenced the Proposal Proceedings are Iovate International, Iovate USA, and Northern Innovations.

A. Iovate International

8. Iovate International was continued under the *Business Corporations Act*, RSO 1990, c B.16 (the "**OBCA**") by articles of continuance dated April 13, 2021. Its registered office is located at the Oakville Head Office. A copy of the Corporate Profile Report for Iovate International is attached hereto as **Exhibit "B"**.

9. Iovate International was continued into Ontario following an amalgamation under the *Business Corporations Act* (British Columbia) of Iovate Health Sciences International Inc. and Xiwang Iovate Health Science International Inc. Iovate International serves as the principal Canadian operating entity of the Iovate Group.

B. Iovate USA

10. The Iovate Group conducts its United States operations through Iovate USA, a corporation incorporated under the laws of the State of Delaware. Its registered office is located in Wilmington, Delaware. Iovate USA was incorporated as MT Sales (U.S.) Inc. but changed its name to Iovate Health Sciences U.S.A. Inc. on April 5, 2004. Iovate USA maintains customer relationships in the

United States and is responsible for overseeing third-party logistics operations relating to the storage, fulfillment, and distribution of the Iovate Group's products in that market. Copies of the Certificate of Incorporation of MT Sales (U.S.) Inc. and the Certificate of Amendment of the Certificate of Incorporation are collectively attached hereto as **Exhibit "C"**.

11. Iovate USA wholly owns the following Delaware limited liability companies: Muscletech LLC ("**Muscletech**"), Conscious Kitchen LLC ("**Conscious Kitchen**"), XP Sports LLC ("**XP Sports**"), Hydroxycut LLC ("**Hydroxycut**"), Six Star Pro Nutrition LLC ("**Six Star**"), Purely Inspired LLC ("**Purely Inspired**"), and Simplevita Nutrition LLC ("**Simplevita**", and together with Muscletech, Conscious Kitchen, XP Sports, Hydroxycut, Six Star, and Purely Inspired, the "**Delaware Subsidiaries**").

C. Northern Innovations

12. Northern Innovations was incorporated under the OBCA by articles of incorporation dated April 1, 2021. Its registered office is located at the Oakville Head Office. A copy of the Corporate Profile Report for Northern Innovations is attached hereto as **Exhibit "D"**.

13. Northern Innovations holds the Iovate Group's intellectual property portfolio. It holds the trademarks and patents associated with each of the Iovate Group's key brands, including MuscleTech™, Hydroxycut™, Six Star® and Purely Inspired®, and licenses the rights to use those trademarks to Iovate International and Iovate USA. The preservation of these rights is integral to maintaining the Iovate Group's brand equity and enterprise value.

III. BUSINESS OF THE IOVATE GROUP

14. The Iovate Group is an established and diversified Canadian-based health and wellness business with a portfolio of leading brands in the performance nutrition and weight management categories. Its products are available in various forms, including powders, capsules, tablets, sachets, chews, softgels and gummies. The Iovate Group's brands have been sold for approximately 30 years and are currently distributed in over 90 countries worldwide.

15. The Iovate Group manufactures and distributes its products through third-party co-manufacturers and a network of domestic and international distribution partners. Its products are shipped from facilities in Canada, the United States, Belgium, and Australia, and are sold through retail, online, and distributor channels globally.

16. Iovate International employs approximately 165 people in Canada, and 2 people in the United Kingdom. The majority of Iovate International's employees are located in Ontario.

17. Iovate USA employs approximately 11 people in the United States.

18. Northern Innovations does not have any employees.

19. None of the Iovate Entities' employees are unionized and the Iovate Entities do not sponsor a pension plan, although employees in Canada and the United States participate in group benefit plans.

20. The Iovate Entities are highly integrated. All members of Iovate Entities' senior management are located at the Oakville Head Office. The executive management of the Iovate Group's domestic and international operations are directed from the Oakville Head Office, where

finance, accounting, IT, research and development, marketing, and administrative teams operate exclusively, overseeing all financial reporting, banking relationships, technology systems, and corporate strategy. The supply chain and product management functions—including vendor relations, procurement, and product development—are likewise directed from the Oakville Head Office.

IV. EVENTS LEADING TO THE PROPOSAL PROCEEDINGS

A. Defaults under the Credit Agreement

21. Iovate International entered into an amended and restated credit agreement dated June 30, 2021 (as amended, the "**Credit Agreement**"), with HSBC Bank Canada (now Royal Bank of Canada ("**RBC**")), as administrative agent (in such capacity, the "**Administrative Agent**"), and HSBC Bank Canada, the Toronto-Dominion Bank, Bank of China (Canada), Bank of Montreal, National Bank of Canada, Canadian Western Bank, and the Bank of Nova Scotia, as syndicated lenders (together, the "**Lenders**"). The Credit Agreement has been amended ten times, most recently by an amendment dated February 28, 2025 ("**Amending Agreement No. 10**"). The Credit Agreement provides for a revolving credit facility and a term loan facility (together, the "**Credit Facilities**").

22. As security for the obligations under the Credit Agreement, the Iovate Entities and related affiliates granted the Lenders a comprehensive security package. This included, among other things: (i) a multi-party Group Guarantee by Iovate International, Iovate USA, Northern Innovations and certain of their affiliates; (ii) a general security agreement granted by Iovate International, Iovate USA, Northern Innovations and certain of their affiliates creating a first-priority lien over all present and after-acquired real and personal property; (iii) security agreements

and pledges from Iovate USA; and (iv) specific security over intellectual property, including trademarks and patents held by Northern Innovations.

23. On July 8, 2024, Iovate International, the Administrative Agent and the Lenders entered into a default agreement (as amended, the "**Default Agreement**") following Iovate International's failure to make a scheduled principal payment of approximately USD \$3.27 million that had become due on June 30, 2024. The Default Agreement did not constitute a waiver of the default under the Credit Agreement but confirmed that the Lenders reserved all of their rights and remedies under the Credit Agreement and related security documents.

24. Iovate International, the Administrative Agent and the Lenders entered into forbearance agreement dated September 24, 2024, which forbearance agreement was subsequently amended a number of times, including pursuant to Amending Agreement No. 10 in February 2025 (as amended from time to time, collectively, the "**Forbearance Agreement**"). Iovate International is in default under the Forbearance Agreement.

25. As of August 31, 2025, approximately USD \$100,606,023 of principal was owing under the term loan facility, USD \$14,000,000 was owing under the revolving loan facility, and an additional USD \$1,179,465 of default interest had accrued month-to-date for a total amount owing of USD \$115,785,488.

B. Orgain Litigation

26. The Iovate Entities are parties to various litigation proceedings in Canada and the United States, both as plaintiffs and as defendants. The most significant of these is litigation brought by Orgain, Inc. ("**Orgain**") in the United States District Court of Central District of California.

27. On April 17, 2024, judgment was granted in favour of Orgain in the amount of USD \$10,035,481 in damages, together with costs. The parties subsequently entered into settlement negotiations, which resulted in a May 3, 2024 agreement in principle regarding the settlement terms. However, disputes later arose regarding whether a binding settlement had been reached.

28. On August 30, 2024, Orgain brought a motion to enforce the settlement agreement. The District Court of California granted that motion and, on November 17, 2024, issued an Amended Judgment awarding Orgain USD \$12,500,000 in satisfaction of its claims (the "**Amended Judgment**"). Iovate International and Iovate USA are jointly and severally liable for payment of that award. A copy of the Amended Judgment is attached hereto as **Exhibit "E"**.

29. Orgain has a pending application for recognition of the Amended Judgment in the Ontario Superior Court of Justice.

30. Orgain has since sought to enforce the Amended Judgment against the Iovate Entities by garnishing receivables from certain of the Iovate Entities' major customers, including Walmart Inc., GNC, and Vitamin Shoppe.

31. In particular, on June 27, 2025, Orgain obtained a writ of garnishment against Walmart Inc. The garnishment, which was subsequently served on Walmart Inc. by Orgain, has caused Walmart Inc. to withhold payment of approximately \$8 million which is required by the Iovate Entities for working capital.

32. On August 25, 2025, Iovate International and Iovate USA were unsuccessful in obtaining an order of the Circuit Court of Benton County, Arkansas (the "**Arkansas Court**") quashing Orgain's writ of garnishment issued to Walmart Inc.

C. Lenders Demand Payment

33. On August 27, 2025, the Iovate Entities received letters from the Lenders (the "**Demand Letters**") which stated that several Events of Default under the Credit Agreement had occurred, demanded immediate repayment of the outstanding indebtedness under the Credit Agreement, and delivered notices of intention to enforce security under Section 244 of the BIA. Copies of the Demand Letters are attached hereto as **Exhibit "F"**.

34. In the Demand Letters, the Lenders stated that, as a result of the Arkansas Court's refusal to quash the writ, they had concluded that their collateral is, or may be, prejudiced to the full extent of the amount of the Orgain writ. The Lenders advised that such diminution of their collateral, and the resulting prejudice to their recoveries, was fundamentally untenable.

35. In the weeks leading up to the filing of the notices of intention to make a proposal by the Iovate Entities, the Lenders made it clear to the Iovate Entities that a restructuring filing was necessary. Furthermore, Lenders' counsel advised that the Lenders were actively considering initiating creditor-driven proceedings under the *Companies' Creditors Arrangements Act* ("**CCAA**") if the Iovate Entities did not act promptly.

36. Following extensive discussion with key stakeholders, the Iovate Entities determined that it was in the best interests of their stakeholders to commence the Proposal Proceedings under the BIA to pursue an orderly restructuring under the supervision of this Court, and to seek recognition thereof in the United States. The Proposal Proceedings provided the Iovate Entities with a stay of proceedings that is necessary to preserve the Iovate Entities' enterprise value, protect their

relationships with key customers, and allow for the development of a restructuring proposal for the benefit of all stakeholders.

V. RELIEF SOUGHT

A. Administrative Consolidation

37. The Iovate Entities seek an order administratively consolidating the Proposal Proceedings. The Iovate Entities are all part of a single business enterprise. They share the same management, back-office and other administrative functions. The operations of the Iovate Entities are highly integrated. The Iovate Entities also share the same senior secured creditors and their Proposal Proceedings are largely driven by the same facts.

38. This relief sought by the Iovate Entities is necessary to avoid multiplicity of proceedings, unnecessary costs and having to file three sets of motion materials. There is no request being made to substantively consolidate the Iovate Entities such that they will be treated as a single entity. All that is being requested is a procedural consolidation of the Proposal Proceedings.

B. Appointment of the Foreign Representative

39. The Iovate Entities seek an order appointing Iovate International as the Foreign Representative of the Proposal Proceedings for the purpose of commencing proceedings under Chapter 15 of the *United States Bankruptcy Code* to recognize and enforce the Proposal Proceedings, including the stay of proceedings in effect thereunder, in the United States. This relief is necessary as there is a material risk that parties in the United States may take steps against the Iovate Entities that will cause harm to the Iovate Entities' restructuring efforts.

40. In particular, commencing proceedings under Chapter 15 of the *United States Bankruptcy Code* to recognize and enforce the Proposal Proceedings is necessary to halt Orgain's enforcement of the Amended Judgment. Absent such stay of proceedings, continued enforcement efforts by Orgain are expected to materially disrupt the Iovate Entities' cash flow, impair their relationships with key customers, and jeopardize the stability of their business operations.

41. I swear this affidavit in support of the Iovate Entity's motion for the relief set out in paragraph 3 of this Affidavit and for no other or improper purpose.

SWORN BEFORE ME over videoconference on this 6th day of September, 2025. The affiant was located in the Town of Southbury in the State of Connecticut, United States of America, and the commissioner was located in the City of Toronto, in the Province of Ontario. This affidavit was commissioned remotely in accordance O. Reg. 431/20, Administering Oath or Declaration Remotely



DANISH AFROZ
Commissioner for Taking Affidavits
(or as may be)

DocuSigned by:

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WESLEY PARRIS

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

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

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

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

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

AFFIDAVIT OF WESLEY PARRIS
(sworn September 6, 2025)

CHAITONS LLP
Barristers and Solicitors
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

Harvey Chaiton (LSO No. 21592F)
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Danish Afroz (LSO No. 65786B)
Tel: (416) 218-1137
E-mail: dafroz@chaitons.com

Lawyers for the Iovate Entities

***THIS IS EXHIBIT "B" TO THE
AFFIDAVIT OF WESLEY PARRIS
SWORN BEFORE ME THIS 29TH
DAY OF SEPTEMBER, 2025***

A handwritten signature in blue ink, consisting of a stylized 'P' followed by a horizontal line and a small flourish.

A Commissioner Etc.



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

THE HONOURABLE
JUSTICE J. DIETRICH

)
)
)

TUESDAY, THE 9TH DAY
OF SEPTEMBER, 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 "**Iovate Entities**") for an Order, *inter alia*:

- (a) abridging the time for service of the Iovate Entities' Notice of Motion so that the motion is properly returnable on September 9, 2025;
- (b) approving the administrative consolidation of the proposal proceedings of the Iovate Entities under one title of proceeding;

DOC#15240616v7

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DATED AT TORONTO THIS 9 DAY OF September 2025
FAIT À TORONTO LE 9 JOUR DE

 **Erin Hartman; Registrar, Superior Court of Justice**
REGISTRAR GREFFIER

- (c) granting an Administrative Professionals Charge (as defined below) in the maximum amount of \$750,000, on the assets, undertakings and properties of the Iovate Entities to secure payment of the fees and disbursements of the Administrative Professionals (as defined below), both before and after the making of this Order, with respect and incidental to the Proposal Proceedings (as defined below), provided that the Administrative Professionals Charge shall rank behind Encumbrances (as defined below) in favour of any Persons (as defined below) that have not been served with notice of this motion;
- (d) authorizing and empowering Iovate International to act as a foreign representative of the Proposal Proceedings (as defined below) for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada; and
- (e) authorizing and empowering Iovate International, as foreign representative, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330, as amended (the "*United States Bankruptcy Code*") and any other provision of the *United States Bankruptcy Code*;

was heard this day at 330 University Avenue, Toronto, Ontario by videoconference.

ON READING the Motion Record of the Iovate Entities, including the Affidavit of Wesley Parris sworn September 6, 2025 and the exhibits thereto, and on hearing the submissions of counsel for the Iovate Entities, KSV Restructuring Inc., in its capacity as proposal trustee in the Proposal Proceedings (as defined below) (the "**Proposal Trustee**"), and Royal Bank of Canada as agent for a syndicate of lenders, and other such parties shown on the Participant Information Form filed with the Court:

SERVICE

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.

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DATED AT TORONTO THIS 9 DAY OF September 20 25
FAIT À TORONTO LE 9 JOUR DE Septembre 20 25


Erin Hartman, Registrar, Superior Court of Justice
REGISTRAR GREFFIER

ADMINISTRATIVE CONSOLIDATION

2. **THIS COURT ORDERS** that the proposal proceedings of Iovate International (Estate No.: 31-3268936), Iovate USA (Estate No.: 31-3268942) and Northern Innovations (Estate No.: 31-3268971) (collectively, the "**Proposal Proceedings**") be and are hereby administratively consolidated and the Proposal Proceedings are hereby authorized and directed to continue under the following joint title of proceedings:

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.

3. **THIS COURT ORDERS** that the Proposal Trustee may administer the Proposal Proceedings on a consolidated basis for the purpose of carrying out its administrative duties and responsibilities as proposal trustee under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended.

4. **THIS COURT ORDERS** that all further materials in the Proposal Proceedings shall be filed with the Commercial List Office only in the Iovate International estate and court file (Estate No.: 31-3268936 and Court No.: 31-3268936) and hereby dispenses with further filing thereof in the estate and court file of Iovate USA and Northern Innovations.

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DATED AT TORONTO THIS 9 DAY OF September 20 25
Fait à Toronto le 9 JOUR DE

 Erin Hartman; Registrar, Superior Court of Justice
REGISTRAR GREFFIER

ADMINISTRATIVE PROFESSIONALS CHARGE

5. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, KPMG LLP in its capacity as financial advisor to the Iovate Entities, and Canadian and U.S. counsel to the Iovate Entities (collectively, the "**Administrative Professionals**") shall be paid their reasonable fees and disbursements (including any pre-filing fees and disbursements), in each case at their standard rates and charges, by the Iovate Entities as part of the costs of these Proposal Proceedings. The Iovate Entities are hereby authorized and directed to pay the accounts of the Administrative Professionals for work performed in connection with these Proposal Proceedings, including any proceedings under the *United States Bankruptcy Code* and any bankruptcy proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, on a periodic basis.

6. **THIS COURT ORDERS** that the Administrative Professionals shall be paid their reasonable fees and disbursements in each case at their standard rates and charges, and that the Administrative professionals shall be and are hereby entitled to a charge (the "**Administrative Professionals Charge**") on the assets, undertakings and properties of the Iovate Entities (the "**Property**") to a maximum amount of \$750,000, to secure payment of the fees and disbursements of the Administrative Professionals, both before and after the making of this Order, with respect and incidental to the Proposal Proceedings, including any proceedings under the *United States Bankruptcy Code* and any bankruptcy proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and that the Administrative Professionals Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise (collectively, "**Encumbrances**"), in favour of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "**Persons**" and each being a "**Person**"), provided that the Administrative Professionals Charge shall rank behind Encumbrances in favour of any Persons that have not been served with notice of this motion. The Iovate Entities and the beneficiaries of the Administrative Professionals Charge shall be entitled to seek priority of the Administrative Professionals Charge ahead of such Encumbrances on notice to those parties.

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DATED AT TORONTO THIS 9 DAY OF September 20 25
FAIT À TORONTO LE 9 JOUR DE September 20 25



Erin Hartman; Registrar, Superior Court of Justice
REGISTRAR

GREFFIER

FOREIGN REPRESENTATIVE

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 Iovate Entities, 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 Iovate Entities 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 Iovate Entities 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 Proposal 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 Proposal Proceedings for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada.

9. **THIS COURT ORDERS** that Iovate International is authorized and empowered, as a foreign representative of the Iovate Entities and the Proposal 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*.

SERVICE AND CASE WEBSITE

10. **THIS COURT ORDERS** that the E-Service Guide of the Commercial List (the "**Guide**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Guide (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/regional-practice-directions/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure.

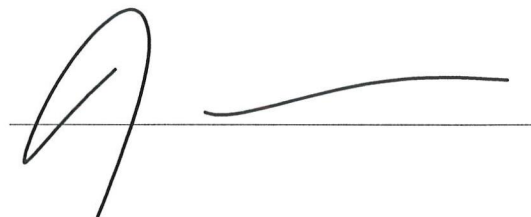
Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Guide, service of

documents in accordance with the Guide will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Guide with the following URL: <https://www.ksvadvisory.com/experience/case/Iovate>.

COMEBACK CLAUSE

11. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than five (5) days' notice to Iovate International, the Proposal Trustee, Royal Bank of Canada, 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.

12. **THIS COURT ORDERS** that this order is effective from the date it is made, and it is enforceable without the need for entry and filing, provided that any party may nonetheless submit a formal order for original, signing, entry and filing, as the case may be.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a horizontal line.

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REGISTRAR

Erin Hartman; Registrar, Superior Court of Justice

GREFFIER

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

Court No.: 31-3268936

Estate No.: 31-3268936

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

Court No.: 31-3268942

Estate No.: 31-3268942

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

ORDER

CHAITONS LLP

Barristers and Solicitors
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Lawyers for the Iovate Entities

***THIS IS EXHIBIT "C" TO THE
AFFIDAVIT OF WESLEY PARRIS
SWORN BEFORE ME THIS 29TH
DAY OF SEPTEMBER, 2025***

A handwritten signature in blue ink, consisting of a stylized 'P' followed by a horizontal line and a small flourish.

A Commissioner Etc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IOVATE HEALTH SCIENCES INTERNATIONAL
INC.,¹ *et al.*

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 25-11958 (MG)

(Joint Administration Requested)

**ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the motion for certain provisional and injunctive relief (the “Motion”) filed by Iovate Health Sciences International Inc. (“Iovate International”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of foreign debtors 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 “Debtors”) in respect of that certain insolvency proceeding (the “Canadian Proceeding”) commenced pursuant to section 50.4 of Canada’s *Bankruptcy and Insolvency Act* (R.S.C. 1985, c. B-3) (the “BIA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) seeking entry of an order (this “Order”) pursuant to sections 105(a), 362, 363, 364, 365, 1517, 1519, 1521, and 1522 of the Bankruptcy Code; and upon this Court’s review and consideration of the Motion, Verified Petitions, Recognition Motion, Parris Declaration, and Chaiton Declaration;² this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11

¹ The Debtors in the Canadian Proceeding, along with the last four digits of each Debtor’s United States Tax Identification Number or Canadian Business Number, as applicable, are as follows: (i) Iovate Health Sciences International Inc. (0696); (ii) Iovate Health Sciences U.S.A., Inc. (3542); and (iii) Northern Innovations Holding Corp. (3909).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

U.S.C. §§ 109 and 1501, and the *Amended Standing Order of Reference to Bankruptcy Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and appropriate, sufficient, and timely notice of the filing of the Motion and the hearing thereon having been given pursuant to rules 1011(b) and 2002(q) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and upon the record established at such hearing; it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors and it appearing that the relief set forth herein is necessary and appropriate to avoid immediate and irreparable harm to the Debtors; and no objections or other responses having been filed that have not been overruled, withdrawn or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY FOUND AND DETERMINED THAT:**

The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 and made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

The Foreign Representative has demonstrated a substantial likelihood of success on the merits that, as to each of the Debtors, (a) the Canadian Proceeding constitutes a “foreign main proceeding” as defined in section 1502(4) of the Bankruptcy Code; (b) the Foreign Representative is a “foreign representative” as defined in section 101(24) of the Bankruptcy Code; and (c) all statutory elements for recognition of the Canadian Proceeding will be satisfied in accordance with section 1517 of the Bankruptcy Code.

The commencement or continuation of any action or proceeding in the United States against the Debtors should be enjoined pursuant to sections 105(a) and 1519 of the Bankruptcy Code to permit the expeditious and economical administration of the Canadian Proceeding, and such relief will either (a) not cause an undue hardship to other parties in interest or (b) any hardship to parties is outweighed by the benefits of the relief requested; and that the Court will determine that the additional relief sought herein, including the relief under section 362, 364, and 365 is necessary to effectuate the purpose of chapter 15 and the assets of the Debtors and the interests of creditors as contemplated by section 1521 of the Bankruptcy Code.

Unless a preliminary injunction is issued with respect to the Debtors, there is a material risk that the Debtors' creditors or other parties-in-interest in the United States could use the Canadian Proceeding and these Chapter 15 Cases as a pretext to exercise certain remedies or to terminate executory contracts or unexpired leases with respect to the Debtors.

Such acts could (a) interfere with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, (b) interfere with and cause harm to the Debtors' efforts to administer the Canadian Proceeding, (c) interfere with the Debtors' operations, and (d) undermine the Debtors' efforts to achieve an equitable result for the benefit of all the Debtors' creditors.

Accordingly, there is a material risk that the Debtors may suffer immediate and irreparable injury, and it is therefore necessary that the Court enter this Order.

The Foreign Representative has demonstrated that, in the interest of comity, the purpose of chapter 15 is carried out by granting recognition and giving effect to the Canadian Proceeding, the Foreign Representative Order, and the Canadian Stay.

The interest of the public will be served by this Court's entry of this Order.

The Foreign Representative and the Debtors are entitled to the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

The Motion is granted to the extent set forth herein.

Beginning on the date of this Order and continuing until the date of the entry of an order of this Court on the Recognition Motion (unless otherwise extended pursuant to section 1519(b) of the Bankruptcy Code), with respect to the Debtors:

- a. the Foreign Representative shall be the representative of the Debtors with full authority to administer the Debtors' assets and affairs in the United States.
- b. section 361 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- c. section 362 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States. For the avoidance of doubt and without limiting the generality of the foregoing, this Order shall impose a stay within the territorial jurisdiction of the United States of:
 - i. the commencement or continuation, including the issuance or employment of process of, any judicial, administrative, or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative, or other judgment, assessment, order, lien, or arbitration award against the Debtors or their assets or proceeds thereof, or to exercise any control over the Debtors' assets, located in the United States except as authorized by the Foreign Representative in writing;
 - ii. the creation, perfection, seizure, attachment, enforcement, or execution of liens or judgments against the Debtors' property in the United States or from transferring, encumbering, or otherwise disposing of or interfering with the Debtors' assets or agreements in the United States without the express consent of the Foreign Representative;
 - iii. any act to collect, assess, or recover a claim against any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases; and
 - iv. the setoff of any debt owing to any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases against any claim against the Debtors, provided, however, that this Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code.

- d. for counterparties to certain of the Debtors' executory contracts and unexpired leases, without limitation, section 365(e) of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- e. the Foreign Representative shall have the rights and protections to which the Foreign Representative is entitled under chapter 15 of the Bankruptcy Code, including, but not limited to, the protections limiting the jurisdiction of United States Courts over the Foreign Representative in accordance with section 1510 of the Bankruptcy Code and the granting of additional relief in accordance with sections 1519(a)(3) and 1521 of the Bankruptcy Code.
- f. notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) this Order shall be effective immediately and enforceable upon entry, (ii) the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order, and (iii) the Foreign Representative is authorized and empowered, and may, in his discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

The Foreign Representative, in connection with its appointment as the "foreign representative" in these cases, and the Debtors, are hereby granted the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code, including, for the avoidance of doubt and without limitation, section 542 of the Bankruptcy Code.

To the extent applicable, pursuant to Bankruptcy Rule 7065, the security provisions of rule 65(c) of the Federal Rules of Civil Procedure are waived.

Service in accordance with this Order shall be deemed good and sufficient service and adequate notice for all purposes.

The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or Local Rules.

The banks and financial institutions with which the Debtors maintain bank accounts or on which checks are drawn or electronic payment requests made in payment of prepetition or postpetition obligations are authorized and directed to continue to service and administer the Debtors' bank accounts without interruption and in the ordinary course and to receive, process, honor, and pay any and all such checks, drafts, wires, and automatic clearing house transfers issued,

whether before or after the Petition Date and drawn on the Debtors' bank accounts by respective holders and makers thereof and at the direction of the Foreign Representative or the Debtors, as the case may be.

The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

This Court shall retain exclusive jurisdiction with respect to the enforcement, amendment or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: September 10, 2025

/s/Martin Glenn
UNITED STATES BANKRUPTCY JUDGE

***THIS IS EXHIBIT "D" TO THE
AFFIDAVIT OF WESLEY PARRIS
SWORN BEFORE ME THIS 29TH
DAY OF SEPTEMBER, 2025***

A handwritten signature in blue ink, consisting of a stylized 'P' followed by a horizontal line and a small flourish.

A Commissioner Etc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

IOVATE HEALTH SCIENCES INTERNATIONAL
INC.,¹ *et al.*

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 25-11958 (MG)

(Jointly Administered)

**ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the motion for certain provisional and injunctive relief (the “Motion”) filed by Iovate Health Sciences International Inc. (“Iovate International”), in its capacity as the authorized foreign representative (the “Foreign Representative”) of foreign debtors 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 “Debtors”) in respect of that certain insolvency proceeding (the “Canadian Proceeding”) commenced pursuant to section 50.4 of Canada’s *Bankruptcy and Insolvency Act* (R.S.C. 1985, c. B-3) (the “BIA”), pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) seeking entry of an order (this “Order”) pursuant to sections 105(a), 362, 363, 364, 365, 1517, 1519, 1521, and 1522 of the Bankruptcy Code; and upon this Court’s review and consideration of the Motion, Verified Petitions, Recognition Motion, Amended Parris Declaration, and Chaiton Declaration;² this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and

¹ The Debtors in the Canadian Proceeding, along with the last four digits of each Debtor’s United States Tax Identification Number or Canadian Business Number, as applicable, are as follows: (i) Iovate Health Sciences International Inc. (0696); (ii) Iovate Health Sciences U.S.A., Inc. (3542); and (iii) Northern Innovations Holding Corp. (3909).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

1334, and 11 U.S.C. §§ 109 and 1501, and the *Amended Standing Order of Reference to Bankruptcy Judges of the District Court for the Southern District of New York*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and appropriate, sufficient, and timely notice of the filing of the Motion and the hearing thereon having been given pursuant to rules 1011(b) and 2002(q) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and upon the record established at such hearing; it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors and it appearing that the relief set forth herein is necessary and appropriate to avoid immediate and irreparable harm to the Debtors; and no objections or other responses having been filed that have not been overruled, withdrawn or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY FOUND AND DETERMINED THAT:**

1. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 and made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

2. The Foreign Representative has demonstrated a substantial likelihood of success on the merits that, as to each of the Debtors, (a) the Canadian Proceeding constitutes a “foreign main proceeding” as defined in section 1502(4) of the Bankruptcy Code; (b) the Foreign Representative is a “foreign representative” as defined in section 101(24) of the Bankruptcy Code; and (c) all statutory

elements for recognition of the Canadian Proceeding will be satisfied in accordance with section 1517 of the Bankruptcy Code.

3. The commencement or continuation of any action or proceeding in the United States against the Debtors should be enjoined pursuant to sections 105(a) and 1519 of the Bankruptcy Code to permit the expeditious and economical administration of the Canadian Proceeding, and such relief will either (a) not cause an undue hardship to other parties in interest or (b) any hardship to parties is outweighed by the benefits of the relief requested; and that the Court will determine that the additional relief sought herein, including the relief under section 362, 364, and 365 is necessary to effectuate the purpose of chapter 15 and the assets of the Debtors and the interests of creditors as contemplated by section 1521 of the Bankruptcy Code.

4. Unless a preliminary injunction is issued with respect to the Debtors, there is a material risk that the Debtors' creditors or other parties-in-interest in the United States could use the Canadian Proceeding and these Chapter 15 Cases as a pretext to exercise certain remedies or to terminate executory contracts or unexpired leases with respect to the Debtors.

5. Such acts could (a) interfere with the jurisdictional mandate of this Court under chapter 15 of the Bankruptcy Code, (b) interfere with and cause harm to the Debtors' efforts to administer the Canadian Proceeding, (c) interfere with the Debtors' operations, and (d) undermine the Debtors' efforts to achieve an equitable result for the benefit of all of the Debtors' creditors. Accordingly, there is a material risk that the Debtors may suffer immediate and irreparable injury, and it is therefore necessary that the Court enter this Order.

6. The Foreign Representative has demonstrated that, in the interest of comity, the purpose of chapter 15 is carried out by granting recognition and giving effect to the Canadian Proceeding, the Foreign Representative Order, and the Canadian Stay.

7. The interest of the public will be served by this Court's entry of this Order.

8. The Foreign Representative and the Debtors are entitled to the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

9. The Motion is granted to the extent set forth herein.

10. Beginning on the date of this Order and continuing until the date of the entry of an order of this Court on the Recognition Motion (unless otherwise extended pursuant to section 1519(b) of the Bankruptcy Code), with respect to the Debtors:

- a. the Foreign Representative shall be the representative of the Debtors with full authority to administer the Debtors' assets and affairs in the United States.
- b. section 361 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- c. section 362 of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States. For the avoidance of doubt and without limiting the generality of the foregoing, this Order shall impose a stay within the territorial jurisdiction of the United States of:
 - i. the commencement or continuation, including the issuance or employment of process of, any judicial, administrative, or any other action or proceeding involving or against the Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative, or other judgment, assessment, order, lien, or arbitration award against the Debtors or their assets or proceeds thereof, or to exercise any control over the Debtors' assets, located in the United States except as authorized by the Foreign Representative in writing;

- ii. the creation, perfection, seizure, attachment, enforcement, or execution of liens or judgments against the Debtors' property in the United States or from transferring, encumbering, or otherwise disposing of or interfering with the Debtors' assets or agreements in the United States without the express consent of the Foreign Representative;
 - iii. any act to collect, assess, or recover a claim against any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases; and
 - iv. the setoff of any debt owing to any of the Debtors that arose before the commencement of the Debtors' Chapter 15 Cases against any claim against the Debtors, provided, however, that this Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code.
- d. for counterparties to certain of the Debtors' executory contracts and unexpired leases, without limitation, section 365(e) of the Bankruptcy Code shall apply with respect to each of the Debtors and the property of each of the Debtors that is within the territorial jurisdiction of the United States.
- e. the Foreign Representative shall have the rights and protections to which the Foreign Representative is entitled under chapter 15 of the Bankruptcy Code, including, but not limited to, the protections limiting the jurisdiction of United States Courts over the Foreign Representative in accordance with section 1510 of the Bankruptcy Code and the granting of additional relief in accordance with sections 1519(a)(3) and 1521 of the Bankruptcy Code.
- f. notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) this Order shall be effective immediately and enforceable upon entry, (ii) the Foreign Representative is not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order, and (iii) the Foreign Representative is authorized and empowered, and may, in his discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

11. The Foreign Representative, in connection with its appointment as the "foreign representative" in these cases, and the Debtors, are hereby granted the full protections and rights available pursuant to section 1519(a)(1)-(3) of the Bankruptcy Code, including, for the avoidance of doubt and without limitation, section 542 of the Bankruptcy Code.

12. Pursuant to section 1519(d) of the Bankruptcy Code, nothing in this Order enjoins a police or regulatory act of a governmental unit against the Debtors.

13. To the extent applicable, pursuant to Bankruptcy Rule 7065, the security provisions of rule 65(c) of the Federal Rules of Civil Procedure are waived.

14. Service in accordance with this Order shall be deemed good and sufficient service and adequate notice for all purposes. The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or Local Rules.

15. The banks and financial institutions with which the Debtors maintain bank accounts or on which checks are drawn or electronic payment requests made in payment of prepetition or postpetition obligations are authorized and directed to continue to service and administer the Debtors' bank accounts without interruption and in the ordinary course and to receive, process, honor, and pay any and all such checks, drafts, wires, and automatic clearing house transfers issued, whether before or after the Petition Date and drawn on the Debtors' bank accounts by respective holders and makers thereof and at the direction of the Foreign Representative or the Debtors, as the case may be.

16. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court shall retain exclusive jurisdiction with respect to the enforcement, amendment or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from

the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: September 19, 2025

/s/Martin Glenn
UNITED STATES BANKRUPTCY JUDGE

TAB 3

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

THE HONOURABLE) FRIDAY, THE 3RD DAY
)
JUSTICE CONWAY) 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, extending the time required for the NOI Applicants to file a proposal from October 5, 2025 to November 4, 2025, 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 September 29, 2025 and the exhibits thereto (the "**Second Parris Affidavit**"), the Second 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 other such 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 that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Second Parris Affidavit.

EXTENSION OF TIME TO FILE A PROPOSAL

3. **THIS COURT ORDERS** that pursuant to Section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, the time for the NOI Applicants to file a proposal is hereby extended to and including November 4, 2025.

GENERAL

4. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.
5. **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.

6. **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.

7. **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*.

8. **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.

9. **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.

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

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

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

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

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
(Extension of Time to File a Proposal)

CHAITONS LLP

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5000 Yonge Street, 10th Floor
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Lawyers for Iovate Health Sciences International Inc., Iovate Health
Sciences U.S.A. Inc. and Northern Innovations Holding Corp.

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

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

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

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

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

**MOTION RECORD
(Returnable October 3, 2025)**

CHAITONS LLP
Barristers and Solicitors
5000 Yonge Street, 10th Floor
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Lawyers for Iovate Health Sciences International Inc., Iovate Health Sciences U.S.A. Inc. and Northern Innovations Holding Corp.