

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE

JUSTICE HAINEY

BETWEEN:

ECN FINANCIAL INC.

Applicant

- and -

2345760 ONTARIO INC., RANDO DRUGS LTD., 2275518
ONTARIO INC., FAMILY HEALTH PHARMACY WEST INC.
formerly known as M. BLACHER DRUGS LTD., 2501380
ONTARIO INC., 2527218 ONTARIO INC., DUMOPHARM INC.,
and 2527475 ONTARIO INC.

Respondents



Court/Estate No. 31-2702401

IN THE MATTER OF THE PROPOSAL OF RANDO DRUGS LTD.,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

ORDER
(Reorganization Approval Order)

THIS MOTION, made by KSV Restructuring Inc. ("KSV"), in its capacity as the Court-appointed receiver (in such capacity, the "Receiver") of the property, assets and undertaking of Rando Drugs Ltd. ("Rando") and the other Respondents listed above, and in its capacity as proposal trustee of Rando, for an order, among other things:

- a) declaring that the reorganization of Rando (the "Reorganization") as contemplated by the Proposal Sponsorship Agreement ("Sponsorship Agreement") dated September 16, 2020, and approved by Order of this Court

dated November 9, 2020, constitutes a reorganization within the meaning of Section 186(1) of the *Ontario Business Corporations Act*, R.S.O. 1990, c. B.16, as amended (the "**OBCA**");

- b) approving the Reorganization and the implementation documents related thereto;
- c) approving the Articles of Reorganization (as defined below); and
- d) approving the ECN Distribution Amount (as defined in the Sponsorship Agreement);

was heard this day via Zoom videoconference due to the COVID-19 pandemic.

ON READING the Fifth report to Court of the Receiver dated February 11, 2021 (the "**Fifth Report**"), and on hearing the submissions of counsel for the Receiver and those other parties present, no one else appearing for any other person on the service list, although properly served as appears from the Affidavit of Service of Katie Parent sworn February 12, 2021, filed:

NOTICE AND SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record in respect of this motion and the Fifth Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

REORGANIZATION

2. **THIS COURT DECLARES** that the Reorganization constitutes a reorganization within the meaning of Section 186(1) of the OBCA.
3. **THIS COURT ORDERS** that the Reorganization and the implementation documents related thereto are hereby approved.

4. **THIS COURT ORDERS** that the articles of reorganization of Rando in furtherance of the Reorganization (the "**Articles of Reorganization**"), including all changes to the name and share structure of Rando, are hereby approved.

5. **THIS COURT ORDERS** that in addition to the powers and authorities provided to the Receiver in the BIA and the Order of this Court dated December 4, 2019 (the "**Receivership Order**"), the Receiver be and is hereby authorized to execute any and all documents on behalf of Rando or its board of directors in furtherance of the Reorganization, including without limitation, the Articles of Reorganization and any resolutions in relation thereto;

6. **THIS COURT ORDERS** that the ECN Distribution Amount is hereby approved.

GENERAL

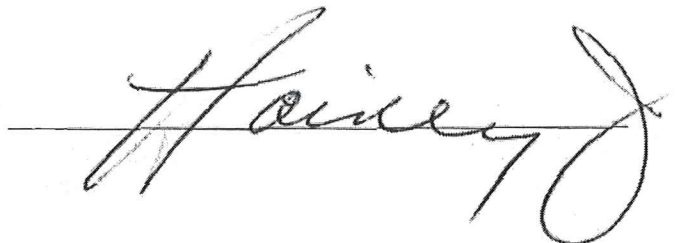
7. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

8. **THIS COURT ORDERS AND 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 Receiver and its 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 to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

FEB 22 2021

PER / PAR:



ECN FINANCIAL INC. and 2345760 ONTARIO INC., et al.
Applicant Respondents

Court File No.: CV-19-632106-00CL

IN THE MATTER OF THE PROPOSAL OF RANDO DRUGS LTD.,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court/Estate File No.: 31-2659855

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at TORONTO

ORDER
(Reorganization Approval Order)

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