

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

IMV Inc., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Hearing Date: Sept. 26, 2023 at 2:00 p.m. (ET)

Objection Deadline: Sept. 19, 2023 at 4:00 p.m. (ET)

**MOTION FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 105(a), 363 (AS APPLICABLE), 365, 1507, 1520, 1521, AND 1525 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY OF AN ORDER (I) RECOGNIZING AND ENFORCING (A) THE CANADIAN COURT’S APPROVAL AND VESTING ORDER AND (B) CERTAIN PORTIONS OF THE CANADIAN COURT’S INTERIM DISTRIBUTION ORDER AND (II) GRANTING RELATED RELIEF**

IMV Inc., in its capacity as the duly-appointed foreign representative (“IMV” or the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), each of which is subject of proceedings (collectively, the “Canadian Proceeding”) pending before the Supreme Court of Nova Scotia (the “Canadian Court”) initiated pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the “CCAA”), moves (this “Motion”), pursuant to sections 105(a), 363 (as applicable), 365, 1507, 1520, 1521, and 1525 of 11 U.S.C. §§101-1532 (the “Bankruptcy Code”), Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 9006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the

<sup>1</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers, are: IMV Inc. (6991); IMV USA Inc. (4184) (“IMV USA”); and Immunovaccine Technologies Inc. (6772) (“IVT”). The location of the Debtors’ headquarters and the Debtors’ foreign representative is: 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia B3B 2C4.

“Proposed Order”): (I) recognizing and giving effect in the United States to (A) the *Approval and Vesting Order* attached to the Proposed Order as **Exhibit 1** (the “AVO”) and (B) certain portions of the *Interim Distribution and WEPPA Order* attached to the Proposed Order as **Exhibit 2** (the “Interim Distribution Order”), each as entered by the Canadian Court in the Canadian Proceeding; and (II) granting related relief. In support of this Motion, the Foreign Representative submits and incorporates by reference the *Declaration of Brittany Davison in Support of the Motion for Entry of an Order Pursuant to Sections 105(a), 363 (as Applicable), 1507, 1521, and 1525 of the Bankruptcy Code and Bankruptcy Rule 9006, for Entry of an Order (I) Recognizing and Enforcing (A) the Canadian Court’s Approval and Vesting Order and (B) Certain Portions of the Canadian Court’s Interim Distribution Order and (II) Granting Related Relief* (the “Davison Declaration”), filed concurrently herewith, and respectfully submits as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Recognition of a foreign proceeding and other matters under chapter 15 of the Bankruptcy Code are core matters pursuant to 28 U.S.C. § 157(b)(2)(P).

2. The Foreign Representative confirms its consent, pursuant to Bankruptcy Rule 7008 and Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. These chapter 15 cases have been properly commenced pursuant to sections 1504 and 1509 of the Bankruptcy Code by the filing of chapter 15 petitions for each of the Debtors as D.I. 1 in their respective cases (the “Chapter 15 Petitions”) and the *Verified Petition for (I)*

*Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, (III) Recognition of Amended and Restated Initial Order, and (IV) Related Relief under Chapter 15 of the Bankruptcy Code* [D.I. 4] (the “Verified Petition”) under section 1515 of the Bankruptcy Code.

4. Venue is proper pursuant to 28 U.S.C. § 1410.

5. The bases for the relief requested herein are sections 105(a), 363 (as applicable), 1507, 1521, and 1525 of the Bankruptcy Code, Bankruptcy Rule 9006, and Local Rule 9006-1.

### **BACKGROUND**

6. On April 28, 2023, the Debtors commenced the Canadian Proceeding by filing an application under the CCAA to initiate restructuring proceedings under the supervision of the Canadian Court. On May 1, 2023, the Canadian Court entered an initial order (the “Initial Order”), *inter alia*, appointing FTI Consulting Canada Inc. (the “Monitor”) as monitor of the Debtors and authorizing IMV to act as Foreign Representative of the Debtors.

7. On May 5, 2023, following a comeback hearing in the Canadian Proceeding, the Canadian Court entered an amended and restated Initial Order (the “Amended and Restated Initial Order”). A description of the relief provided in the Amended and Restated Initial Order is described in detail in the *Declaration of Andrew Hall in Support of the Debtors’ Verified Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, (III) Recognition of Amended and Restated Initial Order, and (IV) Related Relief* [D.I. 5] (the “Hall Declaration”). Through the Amended and Restated Initial Order, the Canadian Court approved the Debtors’ sale and investment solicitation process, referred to as the SISP, and the SISP Procedures (each as defined in the Amended and Restated Initial Order).

8. On May 8, 2023 (the “Petition Date”), the Foreign Representative filed the Chapter 15 Petitions and the Verified Petition, thereby commencing the Debtors’ chapter 15 cases.

9. Additional information about the Debtors’ business and operations, the events leading up to the filing of the Chapter 15 Petitions, and the facts and circumstances surrounding the Canadian Proceeding and these chapter 15 cases can be found in the Hall Declaration.

10. On June 2, 2023, the Court entered the *Order (I) Recognizing Foreign Main Proceeding, (II) Recognizing Foreign Representative, (III) Recognizing Amended and Restated Initial Order, and (IV) Granting Related Relief* [D.I. 29] (the “Recognition Order”), which, among other things, recognized the Canadian Proceeding as a foreign main proceeding and recognized and gave effect in the United States to the Amended and Restated Initial Order.

11. On August 3, 2023 the Canadian Court entered the *Extension Order*, which, among other things, extended the Stay Period in the Amended and Restated Initial Order through and including August 18, 2023, approved the activities of the Monitor, and approved certain fees and disbursements of the Monitor and its counsel, with the relief granted therein applied retroactively to July 17, 2023. On August 4, 2023, the Debtors filed a motion [D.I. 33] seeking this Court’s recognition of the Canadian Court’s *Extension Order* and on August 17, 2023, the Court entered an order [D.I. 35] granting such motion and recognizing the *Extension Order*.

12. On August 17, 2023 the Canadian Court entered the *Second Extension Order*, which, among other things, extended the Stay Period in the Amended and Restated Initial Order through and including September 29, 2023, approved the activities of the Monitor, and approved certain fees and disbursements of the Monitor and its counsel, through the date of the order. On August 25, 2023, the Debtors filed a motion [D.I. 38] seeking this Court’s recognition of the Canadian Court’s *Second Extension Order*, which is currenting pending.

13. On September 1, 2023, the Debtors filed a motion in the Canadian Proceeding that, among other things: (i) sought approval of the Transaction (as defined in the AVO), effectuating the sale of certain of IMV's and IVT's (the "Selling Debtors" or the "Vendors") assets to Horizon Technology Finance Corporation ("Horizon"), as collateral agent (the "Collateral Agent") for the Debtors' secured lenders (the "Secured Lenders"), pursuant to the *Agreement of Purchase and Sale*, dated September 1, 2023, attached hereto as **Exhibit B** (the "Agreement") and (ii) sought entry of the Interim Distribution Order.

14. On September 6, 2023, the Canadian Court entered the AVO and the Interim Distribution Order. The relief granted by the AVO and the Interim Distribution Order is described in the Davison Declaration and below.

### **THE SISP**

15. As described in the Davison Declaration, one of the primary goals of initiating the Canadian Proceeding and these chapter 15 cases was to effectuate a sale of the Debtors' assets through the SISP for the benefit of all of the Debtors' stakeholders. Indeed, even prior to the Canadian Proceeding, the Debtors had explored their strategic alternatives following a review of their business by retaining Stonegate Healthcare Partners, L.L.C. ("Stonegate") to canvas the market—approximately 880 potentially interested parties across 8 different target groups, including both strategic and financial targets, who conduct business in North America, Europe and, to a lesser extent, Asia—for potential investors or buyers to solicit them for the pursuit of a strategic acquisition or merger. Despite the significant efforts expended by the Debtors, with the assistance of Stonegate, to pursue a restructuring outside of formal insolvency proceedings, the

Debtors were unable to secure the additional funding required or implement a transaction in the near term.

16. The Debtors' efforts to market their business and assets continued in the context of the Canadian Proceedings through the implementation of the SISP, conducted in accordance with the SISP Procedures approved by the Canadian Court (attached as Schedule C to the Amended and Restated Initial Order) and which set out the manner in which bids and proposals for a broad range of executable transactions in respect of the business and/or assets of the Debtors were to be solicited from interested parties, negotiated, and, as the case may be, selected and submitted for approval by the Canadian Court. Since the approval of the SISP, the Monitor, with the assistance of its affiliate, FTI Capital Advisors, and with input from the Debtors, has been conducting the SISP in accordance with the SISP Procedures. Specifically, since the SISP was approved by the Canadian Court:

- (a) the Monitor, with the assistance of the Debtors, developed a list of known potential bidders and provided them with a summary (the "Teaser") regarding the opportunity and outlining the process under the SISP and inviting them to participate in the SISP. The Teaser was sent to 575 potential bidders;
- (b) the Monitor arranged for the notice of the SISP to be published in *The Globe and Mail (National Edition)*, *La Presse+* and the *Wall Street Journal*; and
- (c) several interested potential bidders were provided with a confidential information package and access to a data room after executing a non-disclosure agreement.

17. Under the SISP, the bid deadline for non-binding sale proposal or investment bids ("LOI's") was 5:00 pm (Halifax Time) on June 19, 2023 (the "LOI Deadline"). Multiple LOIs were received by the LOI Deadline. The Monitor, in consultation with the Debtors, reviewed the LOIs received by the LOI Deadline and determined that multiple appropriate parties would proceed to the next phase and be invited to submit a "Qualified Bid" under the SISP Procedures.

18. The Monitor and IMV, in consultation with the Collateral Agent, made the determination as to which of the prospective bidders were Qualified Bidders and such bidders were promptly informed of this determination.

19. Under the SISP Procedures, in order to continue to participate in the SISP, a Qualified Bidder was required to deliver a “Qualified Purchase Bid” or “Qualified Investment Bid” to the Monitor by no later than 5:00 pm (Halifax Time) on July 10, 2023 (the “Bid Deadline”). The Monitor received two bids in accordance with the SISP Procedures by the Bid Deadline. None of the bids received were for the Debtor’s operations as a going concern; they focused on the Debtor’s intellectual property and DPX platform. Since the Bid Deadline, one of the two aforementioned bidders rescinded its bid. The remaining bid provided for a *de minimis* upfront cash consideration and the balance of the consideration was dependent on the achievement of various milestones, the achievement of which was uncertain, and therefore provided for a high level of uncertainty in the recovery for the Debtors’ stakeholders.

20. The SISP Procedures provide that if no bid is received in the SISP that contemplates a purchase price sufficient to repay in cash all outstanding amounts owed to the Secured Lenders, the Secured Lenders shall be authorized to submit a credit bid under the SISP.

21. Given that no bids were received which contemplated a purchase price sufficient to repay in cash all outstanding amounts owed to the Secured Lenders, the Collateral Agent informed the Monitor that it intended to submit a credit bid in accordance with the SISP Procedures subject to completing its due diligence.

22. On August 23, 2023, the Collateral Agent submitted a credit bid to the Monitor, which bid was determined to be the “Successful Bid” under the SISP Procedures. The transactions contemplated by that credit bid are memorialized in the Agreement.

**THE TRANSACTION**

23. The Agreement provides in effect for the purchase, on an as is, where is basis, of the Selling Debtors’ intellectual property portfolio (the “Intellectual Property”) relating to their vaccine platform technology which includes 22 patent families containing 66 issued patents and 77 pending patent applications in 12 jurisdictions. The Agreement also contemplates the assignment of the Assumed Contracts (as defined in the Agreement) to the Collateral Agent or its designee as part of the Transaction—the Assumed Contracts are to be identified by Horizon, and subsequently assigned, prior to closing.<sup>2</sup>

24. The key terms and conditions of the Transaction are summarized below:<sup>3</sup>

<b>Key Terms</b>	<b>Agreement</b>
Purchaser	Horizon, as Collateral Agent for the Secured Lenders.
Selling Debtors	IMV and IVT
Sale to an Insider	Horizon is not an “insider” as that term is defined in section 101(31) of the Bankruptcy Code
Purchased Assets	All right, title and interest in and to the following rights, properties and assets which are used in, related to or otherwise associated with the Business: (i) the Intellectual Property; (ii) any Assumed Contracts; and (iii) the Books and Records.
Excluded Assets	All assets, properties and undertakings of the Vendors other than the Purchased Assets, including, for greater certainty: (i) any Cash and Cash Equivalents; (ii) any contracts, agreements or licenses other than the Assumed Contracts; (iii) any employment agreements and any employee benefit plans for any employees; (iv) any leases, including any leases to the Premises; and (v) any equipment, furniture or fixtures.

<sup>2</sup> To the extent that any Assigned Contract falls within the territorial jurisdiction of the United States and an order of this Court under section 365 of the Bankruptcy Code is necessary to facilitate the assignment of such contract, the Foreign Representative will file appropriate pleadings with this Court on notice to the contract counterparty to seek such relief.

<sup>3</sup> All capitalized terms used in this paragraph shall have the meaning ascribed to them herein or in the Agreement, as applicable.



<b>Key Terms</b>	<b>Agreement</b>
Purchase Price	The purchase price payable by credit bid by the Purchaser, on behalf of the Secured Lenders, to the Vendors for the Purchased Assets will be \$15,000,000.
Credit Bid	Pursuant to the SISP Procedures, Horizon's credit bid was selected as the "Successful Bid."  The Purchase Price is to be paid and satisfied by release of a portion of the Secured Debt, on a ratable basis among the Secured Lenders, in the amount of the Purchase Price.
Transaction Structure	Traditional CCAA vesting structure.
Target Closing Date	September 20, 2023, or such earlier or later date mutually agreed upon by the parties in writing.
Key Conditions to Closing	An order will have been made by the Canadian Court on or before September 5, 2023 or such later date as may be agreed to by the parties approving the Agreement and the Proposed Transaction, substantially in the form of the Approval and Vesting Order.  An order will have been made by the US Court in the Chapter 15 Proceedings within fourteen (14) days of the CCAA Court Approval Date in a form acceptable to the Vendors and the Purchaser, recognizing the Approval and Vesting Order.

### **THE INTERIM DISTRIBUTION ORDER**

25. The Debtors are party to a Venture Loan and Security Agreement dated as of December 17, 2021, entered into among IMV Inc., IVT and IMV USA, as borrowers, and the Secured Lenders. (the "Venture Loan Agreement"). As of August 30, 2023, the Debtors are indebted towards the Secured Lenders in the approximate amount of \$27,005,157, which amount remains to be adjusted in interest, fees, premiums, final payments, and expenses (the "Secured Debt"). The Secured Debt and the obligations of the Debtors under the Venture Loan Agreement are secured by a priority security interest (the "Security") in all assets of the Debtors, excluding the Intellectual Property, but including all accounts and proceeds of Intellectual Property. The Monitor has obtained independent security opinions confirming the validity and enforceability of the Security under the laws of Nova Scotia and Quebec. The details of these opinions are set forth

in Section F of the *Fourth Report of FTI Consulting Canada Inc., as Monitor*, dated September 1, 2023 (the “Monitor’s Fourth Report”), which is attached hereto as **Exhibit C**.

26. The Debtors currently have approximately \$5.6 million (CAD) in available cash. The Debtors expect that they may require an amount of up to \$3.6 million (CAD) in order to complete the wind-down of their business operations and complete the Canadian Proceeding.

27. Pursuant to the Interim Distribution Order, the Canadian Court approved an interim distribution to the Secured Lenders in the amount of \$2 million (CAD) (the “Interim Distribution”), representing the current cash available to the Debtors less the amounts potentially required to complete the Canadian Proceeding and a provision for any unexpected expenses as well as to cover the charges approved in the Canadian Proceeding.

28. In addition to authorizing the Interim Distribution, the Interim Distribution Order approves the activities of the Monitor through the date of the Interim Distribution Order and approves certain fees and disbursements of the Monitor and its counsel. The Monitor’s Fourth Report, attached hereto as **Exhibit C** provides an update on the Canadian Proceeding, including the SISP and Transaction, the claims process in the Canadian Proceeding, the wind-down of the Debtors’ operations, a summary of the Monitor’s activities in the Canadian Proceeding, and details on the fees and expenses of the Monitor and its counsel.

29. Finally, paragraph 4 of the Interim Distribution Order makes a specific finding as to the former employees of IMV and IVT under section 5(5) of the *Wage Earner Protection Program Act* (Canada), SC 2005, c 47, s 1. The Foreign Representative is not seeking recognition by the Court of this provision of the Interim Distribution Order given that it only applies to Canadian employees, but is seeking recognition of all other aspects of the Interim Distribution Order.

**RELIEF REQUESTED**

30. The Foreign Representative seeks entry of the Proposed Order: (I) recognizing and enforcing in the United States (A) the AVO and (B) the Interim Distribution Order (except paragraph 4 thereof); and (II) granting related relief.

**BASIS FOR RELIEF**

31. Pursuant to the Recognition Order, this Court has recognized the Canadian Proceeding as a foreign main proceeding. Where a foreign case is recognized as a foreign main proceeding, a bankruptcy court may grant “any appropriate relief” to “effectuate the purpose of [chapter 15] and to protect the assets of the debtor or the interests of the creditors.” 11 U.S.C. §1521(a). Pursuant to section 1522 of the Bankruptcy Code, the Court may grant relief under section 1521 only if the interests of the creditors and other interested entities, including the debtor, are sufficiently protected. 11 U.S.C. § 1522; *see also In re Energy Coal S.P.A.*, 582 B.R. 619 (LSS) (Bankr. D. Del. 2018). “The analysis under § 1522 is one of balancing the respective interests based on the relative harms and benefits in light of the circumstances presented.” *In re Better Place, Inc.*, 2018 Bankr. LEXIS 322 at \*19 (LSS) (Bankr. D. Del. Feb. 5, 2018) (citations omitted).

32. As a separate basis for recognition of foreign orders, section 1507(a) of the Bankruptcy Code also permits a court to “provide additional assistance to a foreign representative” provided such assistance is consistent with the principles of comity and satisfies the factors set forth in section 1507(b) of the Bankruptcy Code. 11 U.S.C. § 1507. In addition, section 1525(a) of the Bankruptcy Code provides that, “[c]onsistent with section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative.” 11 U.S.C. § 1525(a).

33. Here, recognition of the AVO is vital to the success of the Canadian Proceeding and the overall restructuring of the Debtors. The SISP, which ultimately led to the Transaction approved by the Canadian Court in the AVO, was among the central reasons for commencing the

Canadian Proceeding and guided the Debtors' efforts to market their business and assets for the benefit of their stakeholders, including their creditors. As stated in the Davison Declaration, the Transaction approved by the AVO was the only bid obtained through the SISP which provides a certain recovery for the Debtors' stakeholders insofar it will result in the Secured Lenders releasing a portion of the Secured Debt. Of the only two other bids, one was rescinded and the other presented a highly uncertain recovery for and the Debtors' stakeholders, including their creditors. Moreover, as stated in the Davison Declaration, both the Debtors and the Monitor believe the consideration received for the Intellectual Property pursuant to the Transaction is reasonable and fair, taking into account the other bids received in the context of the SISP and the broad canvassing of potentially interested parties during the SISP. Under the present circumstances, the Transaction represents the best alternative available for the Debtors' stakeholders resulting from the SISP, which was conducted in a fair and reasonable manner and thoroughly canvassed the market for available options, and the Canadian Court has approved the Transaction through entry of the AVO. Finally, pursuant to Section 5.3(b) of the Agreement, recognition of the AVO by this Court is a condition precedent to the Transaction. Accordingly, recognition of the AVO is appropriate relief to effectuate the purposes of these chapter 15 cases and would be consistent with the principles of comity, as it would give force and effect to an order entered by the Canadian Court that is central to the Canadian Proceeding.

34. Approval of the Interim Distribution as set forth in the Interim Distribution Order is likewise appropriate. Payment to a secured creditor, whose security is validated by an independent opinion obtained by a monitor, prior to the close of a case, such as the Interim Distribution here, is a common feature of CCAA proceedings. Here, the Canadian Court approved the Interim Distribution, which is intended to leave sufficient funds for the Debtors to wind down

their operations and conclude the Canadian Proceeding and these chapter 15 cases. Recognition of the Interim Distribution Order is consistent with the principles of comity, as it gives force and effect to an order entered by the Canadian Court that was consistent with standard practice under the CCAA.

35. Finally, approval of the Monitor's activities and approval of the Monitor's and its counsel's fees and disbursements are critical to the Canadian Proceeding, as the Monitor was a central party in reviewing and evaluating bids for the Debtors' assets and negotiating with the Collateral Agent, and remains central to the claims process and wind-down of the Debtors' operations.

36. For the above reasons, the relief sought in this Motion should be granted pursuant to sections 105(a), 363 (as applicable), 365, 1507(a), 1520, 1521(a), and 1525(a) of the Bankruptcy Code.

**WAIVER OF FED. R. BANKR. P. 6004(h) STAY**

37. Given the need to promptly close the transactions contemplated by the Agreement, as approved by the AVO, the Foreign Representative submits that cause exists to waive the stay of Bankruptcy Rule 6004(h), to the extent it otherwise would be applicable, and requests waiver of the same.

**NOTICE**

38. The Foreign Representative will provide notice of this Motion to the Notice Parties as defined in the *Order (A) Scheduling Hearing on Recognition of Chapter 15 Hearing and Specifying Form and Manner of Service of Notice* [D.I. 16]. The Foreign Representative respectfully requests that, in light of the nature of the relief requested, no other or further notice of the Motion need be given.

**CONCLUSION**

**WHEREFORE** the Foreign Representative respectfully requests that this Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: September 6, 2023  
Wilmington, Delaware

Respectfully Submitted,

/s/ Kenneth A. Listwak

**TROUTMAN PEPPER HAMILTON SANDERS LLP**

David M. Fournier (DE No. 2812)

Kenneth A. Listwak (DE No. 6300)

Hercules Plaza, Suite 5100

1313 N. Market Street, Suite 5100

Wilmington, DE 19801

Telephone: (302) 777-6500

Facsimile: (302) 421-8390

Email: david.fournier@troutman.com

kenneth.listwak@troutman.com

*Counsel to the Foreign Representative*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

IMV Inc., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Hearing Date: Sept. 26, 2023 at 2:00 p.m. (ET)

Objection Deadline: Sept. 19, 2023 at 4:00 p.m. (ET)

**NOTICE OF MOTION FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 105(a), 363 (AS APPLICABLE), 365, 1507, 1520, 1521, AND 1525 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY OF AN ORDER (I) RECOGNIZING AND ENFORCING (A) THE CANADIAN COURT'S APPROVAL AND VESTING ORDER AND (B) CERTAIN PORTIONS OF THE CANADIAN COURT'S INTERIM DISTRIBUTION ORDER AND (II) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that on September 6, 2023, IMV Inc., in its capacity as the duly-appointed foreign representative (the "Foreign Representative") for the above-captioned debtors, filed the attached *Motion for Entry of an Order Pursuant to Sections 105(a), 363 (as Applicable), 365, 1507, 1520, 1521, and 1525 of the Bankruptcy Code and Bankruptcy Rule 9006, for Entry of an Order (I) Recognizing and Enforcing (A) The Canadian Court's Approval and Vesting Order and (B) Certain Portions of the Canadian Court's Interim Distribution Order and (II) Granting Related Relief* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Motion must be filed in writing with the Bankruptcy Court, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel to the Foreign Representative on or before **September 19, 2023 at 4:00 p.m. (ET)**.

**PLEASE TAKE FURTHER NOTICE** that a hearing with respect to the Motion will be held on **September 26, 2023 at 2:00 p.m. (ET)** at the United States Bankruptcy Court for the District of Delaware before the Honorable Karen B. Owens, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801.

---

<sup>1</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers, are: IMV Inc. (6991); IMV USA Inc. (4184) ("IMV USA"); and Immunovaccine Technologies Inc. (6772) ("IVT"). The location of the Debtors' headquarters and the Debtors' foreign representative is: 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia B3B 2C4.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Motion can be obtained for a fee through the Bankruptcy Court's website at [www.deb.uscourts.gov](http://www.deb.uscourts.gov), or, upon request, from the undersigned counsel.

**IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: September 6, 2023  
Wilmington, Delaware

Respectfully Submitted,

/s/ Kenneth A. Listwak

**TROUTMAN PEPPER HAMILTON SANDERS LLP**

David M. Fournier (DE No. 2812)

Kenneth A. Listwak (DE No. 6300)

Hercules Plaza, Suite 5100

1313 N. Market Street, Suite 5100

Wilmington, DE 19801

Telephone: (302) 777-6500

Facsimile: (302) 421-8390

Email: [david.fournier@troutman.com](mailto:david.fournier@troutman.com)

[kenneth.listwak@troutman.com](mailto:kenneth.listwak@troutman.com)

*Counsel to the Foreign Representative*



**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

IMV Inc., *et al.*,

Debtors in a Foreign Proceeding.<sup>1</sup>

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Re: D.I. \_\_\_\_

**ORDER GRANTING MOTION PURSUANT TO SECTIONS 105(a), 363 (AS APPLICABLE), 365, 1507, 1520, 1521, AND 1525 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY OF AN ORDER (I) RECOGNIZING AND ENFORCING (A) THE APPROVAL AND VESTING ORDER AND (B) CERTAIN PORTIONS OF THE INTERIM DISTRIBUTION AND WEPPA ORDER AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of IMV Inc., in its capacity as the duly appointed foreign representative (the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”), for entry of an order pursuant to sections 105(a), 363 (as applicable), 365, 1507, 1520, 1521, and 1525 of the Bankruptcy Code; and the Court finding that the relief granted herein is necessary and appropriate, is in the interest of the public, promotes international comity, is consistent with the public policies of the United States, is warranted pursuant to sections 105(a), 363 (as applicable), 365, 1507, 1520, 1521, and 1525 of the Bankruptcy Code, and will not cause any hardship to any parties in interest that is not outweighed by the benefits of the relief granted; and the Court having found that proper, timely, and adequate notice of the Motion was provided to all necessary persons and entities and no other or further notice of the Motion is required; and

---

<sup>1</sup> The Debtors in these chapter 15 proceedings, together with the last four digits of their business identification numbers, are: IMV Inc. (6991); IMV USA Inc. (4184) (“IMV USA”); and Immunovaccine Technologies Inc. (6772) (“IVT”). The location of the Debtors’ headquarters and the Debtors’ foreign representative is: 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia B3B 2C4.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

the Court having found that the interests of the Debtors' creditors in the United States are sufficiently protected; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. Pursuant to sections 105(a), 363 (as applicable), 365, 1507, 1520, 1521, and 1525 of the Bankruptcy Code the Court recognizes the AVO, attached hereto as **Exhibit 1**, which is hereby given full force and effect in the United States in its entirety.
3. Pursuant to sections 105(a), 1507, 1520, 1521, and 1525 of the Bankruptcy Code the Court recognizes the full Interim Distribution Order, attached hereto as **Exhibit 2**, except for paragraph 4 thereof. The Interim Distribution Order, except only paragraph 4 thereof, is hereby given full force and effect in the United States.
4. The Foreign Representative, the Debtors, the Purchaser (and the Purchaser's assignee, nominee, or designate), and the Monitor (as well as each of their respective officers, employees, and agents) are authorized to take any and all actions necessary or appropriate to implement this Order, the AVO, and the portions of the Interim Distribution Order recognized by this Order and to consummate the Transaction contemplated by the Agreement.
5. All objections to the entry of this Order that have not been withdrawn, waived, settled, or otherwise resolved, are denied and overruled on the merits, with prejudice.
6. This Order shall be effective and enforceable immediately upon entry. To the extent otherwise applicable, the stay of Federal Rule of Bankruptcy Procedure 6004(h) is waived.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

8. This Order shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

**EXHIBIT 1**

**Approval and Vesting Order**

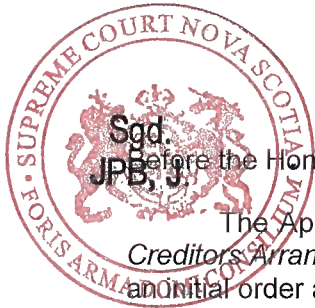


2023

Hfx No. 523334

SUPREME COURT OF NOVA SCOTIA

IN THE MATTER OF: Application by IMV Inc. and Immunovaccine Technologies Inc. and IMV USA Inc. (the "Applicants"), for relief under the Companies' Creditors Arrangement Act



Approval and Vesting Order

Sgd. before the Honourable JPB, J.

JUSTICE JOHN P. BODURTHA

in chambers:

The Applicants propose to make a compromise or arrangement under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36 as amended (the "CCAA") and they applied for an initial order and, now or in the future, other relief under the CCAA as may be sought on notice of motion.

The following parties received notice of this application: see attached at Schedule "A".

The following parties, represented by the following counsel, made submissions:

Table with 2 columns: Party and Counsel. Parties include Applicant, Monitor (FTI Consulting Canada Inc.), and Horizon Technology Finance Corporation. Counsel include McCarthy Tétrault LLP, Stewart McKelvey Lawyers, Stikeman Elliott LLP, and Aird & Berlis LLP.

WHEREAS on May 1, 2023, this Court granted an Initial Order under the CCAA in respect of the Applicants (as amended and restated on May 5, 2023, the "Initial Order"), which, among other things, appointed FTI Consulting Canada Inc. as monitor in these proceedings (the "Monitor");

AND WHEREAS on May 5, 2023, this Court granted an Amended and Restated Initial Order, which, among other things, approved a sale and investment solicitation process (the "SISP") and the procedures of the SISP setting out the manner in which bids and proposals for a broad range of executable transactions in respect of the business and/or assets of the Applicants will be solicited from interested parties (the "SISP Procedures");

AND WHEREAS the SISP Procedures provide that if no bid is received in the SISP that contemplates a purchase price sufficient to repay in cash all outstanding amounts owed to

Horizon Technology Finance Corporation (“**Horizon**”) and Powerscourt Investments XXV LP (the “**Secured Lenders**”), the Secured Lenders shall be authorized to submit a credit bid under the SISP;

**AND WHEREAS** no bids were received in the SISP which contemplated a purchase price sufficient to repay in cash all outstanding amounts owed to the Secured Lenders;

**AND WHEREAS** Horizon, in its capacity as collateral agent for the Secured Lenders (in such capacity, the “**Collateral Agent**”), notified the Monitor that it wished to submit a credit bid on behalf of the Secured Lenders for certain of the Applicants’ assets, as it was authorized to do under the SISP Procedures;

**AND WHEREAS** the Collateral Agent, as purchaser (the “**Purchaser**”), has agreed to purchase from IMV Inc. and Immunovaccine Technologies Inc., as vendors (the “**Vendors**”), and the Vendors have agreed to sell to the Purchaser, all of the right, title and interest in and to the Purchased Assets (as that term is defined herein).

**AND UPON** motion of the Applicants for an Order:

- (a) approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale dated September 1, 2023 (the “**Agreement**”) as between the Vendors and the Purchaser, and transferring to the Purchaser all of the Vendors’ right, title, and interest in and to the assets more particularly described in Schedule “B” (the “**Property**”); and
- (b) vesting and transferring all right, title, and interest in the Property to the Purchaser free and clear of all Claims (as defined below);

**AND UPON** reading the Fourth Report of the Monitor dated September 1, 2023 and the other materials on file herein;

**AND UPON** hearing the submissions on behalf of the Monitor and the Applicants;

**NOW UPON MOTION IT IS HEREBY ORDERED AND DECLARED THAT:**

**Service**

1. The service of the Notice of Application in Chambers, and the supporting documents, as set out in the affidavit of service is hereby deemed adequate notice so that the motion is properly returnable today and further service thereof is hereby dispensed with.
2. Service of this Order is permitted at any time and place and by any means whatsoever.

**Effective Time**

3. This Approval and Vesting Order and all of its provisions are effective as of 12:01 a.m. Halifax time, province of Nova Scotia, on the date of this Approval and Vesting Order.

**Sale Approval**

4. The Transaction is hereby approved, and the execution and delivery of the Agreement by the Vendors is hereby authorized and approved, with such minor alterations, changes,

amendments, deletions or additions thereto as may be agreed to, but only with the consent of the Monitor.

5. The Vendors are hereby authorized and directed to take such additional steps and execute such additional documents, including any agreement, contract, deed, provision, transaction or undertaking, as many be necessary or desirable for the completion of the Transaction and for the conveyance of the Property to the Purchaser, or the Purchaser's assignee, nominee or designate as the case may be, pursuant to the Agreement;

### **Vesting of Purchased Assets**

6. Upon the delivery the Monitor's certificate, substantially in the form attached as Schedule "C" hereto (the "**Monitor's Certificate**"), to the Purchaser or the Purchaser's assignee, nominee or designate as the case may be, and on the closing of the Transaction in accordance with the Agreement, all right, title and interest in and to the Property shall vest absolutely in the Purchaser or the Purchaser's assignee, nominee or designate as the case may be, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise including, without limiting the generality of the foregoing any encumbrances or charges created by the Initial Order, and all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Nova Scotia), *Land Registration Act* (Nova Scotia), or any other personal or real property registry system (all of which are collectively referred to as the "**Claims**").
7. The Property shall vest in the Purchaser or the Purchaser's assignee, nominee or designate as the case may be, subject to any obligations or liabilities assumed by the Purchaser, or the Purchaser's assignee, nominee or designate pursuant to the Agreement.
8. For the purpose of determining the nature and priority of any Claims by operation of this Approval and Vesting Order, the proceeds from the Transaction shall stand in the place and stead of the Property, and from and after the closing of the Transaction, all Claims shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the closing of the Transaction.
9. The Monitor shall file with the Court a copy of the Monitor's Certificate forthwith after issuance thereof.
10. The Monitor may rely on written notice from the Purchaser and the Vendors in relation to the Agreement regarding the satisfaction of the conditions to closing under the Agreement and shall incur no liability with respect to the delivery of the Monitor's Certificate.

### **Validity of the Transaction**

11. Notwithstanding:
  - (a) the pendency of these proceedings;
  - (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") in respect of the Applicants and any bankruptcy order issued pursuant to any such applications;



- (c) any assignment in bankruptcy made in respect of the Applicants; or
- (d) the provisions of any federal or provincial legislation;

the entering into of the Agreement, the transfer of the Property to the Purchaser or the Purchaser's assignee, nominee or designate as the case may be, and the vesting of the Property in the Purchaser, or the Purchaser's assignee, nominee or designate as the case may be, pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA, any other applicable federal or provincial legislation or otherwise at law or equity, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant, to any applicable federal or provincial legislation.

**General**

- 12. This Approval and Vesting Order shall have full force and effect in all provinces and territories in Canada.
- 13. IMV Inc. is authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America, or elsewhere, for orders which aid and complement this Approval and Vesting Order and any subsequent orders of this Court and, without limitation to the foregoing, any orders under Chapter 15 of the United States Bankruptcy Code for which IMV Inc. shall be the foreign representative of the Applicants (the "**Foreign Representative**"). All courts and administrative bodies of all such jurisdictions are hereby respectively requested to make such orders and to provide such assistance to the Applicants and the Foreign Representative as may be deemed necessary or appropriate for that purpose.
- 14. The aid and recognition of any Court, tribunal, regulatory or administrative body in Canada, the United States of America or elsewhere, to give effect to this Approval and Vesting Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Approval and Vesting Order. All Courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants, and the Monitor as may be necessary or desirable to give effect to this Approval and Vesting Order, to grant representative status to the Monitor or the authorized representative of the Applicants in any foreign proceeding, to assist the Applicants, and the Monitor, and to act in aid of and to be complementary to this Court, in carrying out the terms of this Approval and Vesting Order.
- 15. Any interested party, including the Applicant and the Monitor, may apply to this Court to vary or amend this Order on such notice required under the *Civil Procedure Rules* or as this Court may order.

Issued September 6, 2023

Prothonotary

  
**VICKI CARR**  
Deputy Prothonotary

IN THE SUPREME COURT  
COUNTY OF HALIFAX, N.S.  
I hereby certify that the foregoing document,  
identified by the seal of the court, is a true  
copy of the original document on the file herein.

SEP 06 2023



Deputy Prothonotary

**VICKI CARR**  
Deputy Prothonotary

**Schedule "A"**  
**Service List**

2023

Hfx No. 523334

**SUPREME COURT OF NOVA SCOTIA**

**IN THE MATTER OF:** Application by IMV Inc., Immunovaccine Technologies Inc. and IMV USA Inc. (the “Applicants”), for relief under the *Companies’ Creditors Arrangement Act*

**SERVICE LIST**

<b>Party</b>	<b>Method of Service</b>
<p><b>McCarthy Tétrault LLP</b> 1000 De La Gauchetière Street West Suite MZ400 Montréal, QC H3B 0A2 <i>Counsel to the Applicants.</i></p>	<p><b>M<sup>tre</sup> Alain N. Tardif</b> Tel : 514.397.4274 E-mail : atardif@mccarthy.ca</p> <p><b>M<sup>tre</sup> Gabriel Faure</b> Tel: 514.397.4182 E-mail: gfaure@mccarthy.ca</p> <p><b>M<sup>tre</sup> François Alexandre Toupin</b> Tel: 514.397.4210 E-mail: fatoupin@mccarthy.ca</p>
<p><b>Stewart McKelvey</b> Queen’s Marque 600-1741 Lower Water Street Halifax, NS B3J 0J2 <i>NS Counsel to the Applicants</i></p>	<p><b>M<sup>tre</sup> Sara L. Scott</b> Tel : 514.397.4274 E-mail : sscott@stewartmckelvey.com</p>
<p><b>Aird &amp; Berlis LLP</b> Brookfield Place 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9 <i>Counsel to the Horizon Technology Finance Corporation, as agent</i></p>	<p><b>M<sup>tre</sup> Miranda Spence</b> Tel : 416.865.3414 E-mail : mspence@airdberlis.com</p> <p><b>M<sup>tre</sup> Graham Topa</b> Tel: 416.865.4739 E-mail : gtopa@airdberlis.com</p> <p><b>M<sup>tre</sup> Kyle Plunkett</b> Tel: 416.865.3406 E-mail : kplunkett@airdberlis.com</p>
<p><b>Ropes &amp; Gray LLP</b> Prudential Tower 800 Boylston Street Boston, MA 02199-3600 <i>US Counsel to the secured creditor Horizon Technology Finance Corporation, as agent</i></p>	<p><b>M<sup>tre</sup> Cristine Schwarzman</b> Tel: 212.596.9635 E-mail : Cristine.Schwarzman@ropesgray.com</p> <p><b>M<sup>tre</sup> Patricia I. Chen</b> Tel : 617.951.7553 E-mail: patricia.chen@ropesgray.com</p>

<p><b>FTI Consulting Canada Inc.</b>  TD South Tower  79 Wellington Street West  Suite 2010, P.O. Box 104  Toronto, ON M5K 1G8</p> <p><i>Monitor</i></p>	<p><b>Jodi Porepa</b>  Tel : 437.332.5743  E-mail : Jodi.Porepa@fticonsulting.com</p> <p><b>Jeffrey Rosenberg</b>  Tel: 416.649.8073  E-mail: Jeffrey.Rosenberg@fticonsulting.com</p> <p><b>Adsaran Vithiyananthan</b>  E-mail :  Adsaran.Vithiyananthan@fticonsulting.com</p>
<p><b>Stikeman Elliot LLP</b>  5300 Commerce Court West  199 Bay Street  Toronto ON M5L 1B9</p>	<p><b>M<sup>tre</sup> Maria Konyukhova</b>  Tel : 416.869.5230  E-mail: mkonyukhova@stikeman.com</p> <p><b>M<sup>tre</sup> Natasha Rambaran</b>  Tel : 416.869.5504  E-mail: nrambaran@stikeman.com</p> <p><i>Counsel to the Appointed Monitor.</i></p>
<p><b>Atlantic Canada Opportunities Agency</b>  Legal Services Department of Justice /  Government of Canada  PO Box 6051 644 Main Street  Moncton, NB E1C 9J8</p>	<p><b>M<sup>tre</sup> Corinne Godbout</b>  E-mail: Corinne.Godbout@ACOA-  APECA.GC.CA</p>
<p><b>Canada Revenue Agency</b></p>	<p><b>M<sup>tre</sup> Sophie Dupre</b>  Department of Justice  Tel: 902 407-7674  E-mail: Sophie.dupre@justice.gc.ca</p> <p><b>General address for service:</b>  E-mail:  notificationPGC-AGC.fiscal-tax@justice.gc.ca  notificationPGC-AGC.civil@justice.gc.ca</p>
<p><b>McInness Cooper</b>  1969 Upper Water Street  Suite 1300  McInness Cooper Tower – Purdy’s Wharf  Halifax, NS B3J 2V1</p>	<p><b>M<sup>tre</sup> Ben Durnford</b>  Tel: 902.444.8454  E-mail: ben.durnford@mcinnescooper.com</p>
<p><b>Nova Scotia Securities Commission</b></p>	<p><b>M<sup>tre</sup> Doug Harris</b>  Nova Scotia Securities Commission  E-mail : Doug.harris@novascotia.ca</p> <p><b>M<sup>tre</sup> Daniel Boyle</b>  Nova Scotia Department of Justice  E-mail: Daniel.Boyle@novascotia.ca</p>

<p><b>Powerscourt Investments XXV</b> 1251 Avenue of the Americas, 50th Floor New York, NY 10020</p>	<p><b>Conan Sang</b> E-mail: CSang@waterfallam.com</p>
<p><b>Borden Ladner Gervais LLP</b> Bay Adelaide Centre, East Tower 22 Adelaide St. W, Toronto, ON M5H 4E3</p>	<p><b>M<sup>re</sup> Roger Jaipargas</b> Tel: 416.367.6266 E-mail: RJaipargas@blg.com</p> <p><b>M<sup>re</sup> Krstina Skocic</b> Tel: 416.367.6451 E-mail: KSkocic@blg.com</p> <p><i>Counsel to Zoetis</i></p>

**Email distribution list:**

Atardif@mccarthy.ca; fatoupin@mccarthy.ca; sscott@stewartmckelvey.com;  
Adsaran.Vithiyananthan@fticonsulting.com; Jodi.Porepa@fticonsulting.com;  
Jeffrey.Rosenberg@fticonsulting.com; mkonyukhova@stikeman.com;  
nrambaran@stikeman.com; mspence@airdberlis.com; gtopa@airdberlis.com;  
kplunkett@airdberlis.com; Cristine.Schwarzman@ropesgray.com;  
patricia.chen@ropesgray.com; Corinne.Godbout@ACOA-APECA.GC.CA;  
Sophie.dupre@justice.gc.ca; notificationPGC-AGC.civil@justice.gc.ca; notificationPGC-  
AGC.fiscal-tax@justice.gc.ca; ben.durnford@mcinnescooper.com;  
Daniel.Boyle@novascotia.ca; Doug.harris@novascotia.ca; CSang@waterfallam.com;  
RJaipargas@blg.com; KSkocic@blg.com

**Schedule "B"**  
**Description of the Property**

In this Order, "**Property**" means the "**Purchased Assets**" as defined in the Agreement of Purchase and Sale dated September 1, 2023, by and between Horizon Technology Finance Corporation, as purchaser, and IMV Inc. and Immunovaccine Technologies Inc., as vendors (the "**Agreement**").

"**Purchased Assets**" means (i) the Intellectual Property; (ii) any Assumed Contracts; and (iii) the Books and Records.

All capitalized terms used in this Schedule "B" and not otherwise defined in this Schedule "B" shall have the following meaning :

"**Assumed Contracts**" means the contracts and agreements, if any, listed on Schedule "A" to the Agreement;

"**Books and Records**" means all privileged and non-privileged books, files and records used by the Vendors in respect of the Business which pertain to the Purchased Assets, recorded or stored by means of any device including in electronic form, including all clinical trial and experimental data, regulatory records, filings and correspondence, Intellectual Property records, promotional literature, equipment manuals and warranties, customer files and personnel records, which, for greater certainty, shall exclude books, files and records pertaining to the Excluded Assets;

"**Business**" means the clinical-stage biopharmaceutical business developing a portfolio of immune-educating therapies operated by the Vendors;

"**Cash and Cash Equivalents**" means cash, bank balances, monies in possession of banks and other depositories, term or time deposits, marketable securities, short term investments, funds, bankers' acceptances, commercial paper, security entitlements, securities accounts and any other cash equivalents of Vendors;

"**Data Servers**" all cloud and physical data servers which holds any Intellectual Property;

"**Excluded Assets**" means all assets, properties and undertakings of the Vendors other than the Purchased Assets, including, without limitation, the following:

- (a) any Cash and Cash Equivalents;
- (b) any contracts, agreements or licenses other than the Assumed Contracts;
- (c) any employment agreements and any employee benefit plans for any employees;
- (d) any leases, including any leases to the Premises; and
- (e) any equipment, furniture or fixtures.

"**Intellectual Property**" means all intellectual and industrial property and any and all forms of protection having equivalent or similar effect anywhere in the world and all rights therein as recognized under the laws of Canada, United States, and/or any other countries or jurisdictions, whether registered or unregistered and including rights in and to: (a) Trademarks and service marks (and applications and registrations therefor and the goodwill associated therewith), whether registered or not; (b) patents and patent rights (and applications and registrations therefor and



divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same), whether registered or not; (c) copyrights and works of authorship (including applications and registrations therefor and like protections in each work or authorship and derivative work thereof), whether published or unpublished; (d) mask works (and applications and registrations therefor); (e) trade names, trade styles, software and computer programs, source code, object code, licenses, methods, processes, drawings, specifications, descriptions, any memoranda, notes, and records with respect to any research and development, methods, processes, trade secrets, know-how, and proprietary and confidential technical or business information, whether in tangible or intangible form; (f) any technology; and (g) industrial designs including, without limitation, those detailed on **Appendix "B-1"** hereto, and any Data Servers containing any of the foregoing;

**"Premises"** means the real property leased by Immunovaccine Technologies Inc. at 130 Eileen Stubbs Avenue, Suite 19, Dartmouth, Nova Scotia; and

**"Trademarks"** means all registered and un-registered trademarks, services marks, trademark applications and trademark rights (including any trademarks issuing on such applications or rights) pertaining to and used in connection with the Business.

**Appendix B-1  
List of Intellectual Property**

**SCHEDULE OF PATENT PROPERTIES ASSIGNED TO IMMUNOVACCINE TECHNOLOGIES INC.**

**Vaccines with Enhanced Immune Response and Methods for Their Preparation**

- Priority Applications: US 60/246,075 (filed November 7, 2000)  
US 60/307,159 (filed July 24, 2001)
- International Application: PCT/CA2001/001530 (filed October 31, 2001)
- Inventors: 1) BROWN, Robert                      3) KIMMINS, Warwick  
2) POHAJDAK, Bill

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
United States	12/313,468	October 31, 2001	8,628,937	June 18, 2023 (includes 589 day term adjustment)

**Use of Liposomes in a Water-in-Oil Emulsion or a Continuous Hydrophobic Carrier as a Vehicle for Cancer Treatment**

- Priority Applications: CA 2,523,032 (filed October 7, 2005)  
CA 2,533,705 (filed January 13, 2006)  
CA 2,542,212 (filed April 7, 2006)  
US 60/806,573 (filed July 5, 2006)
- International Application: PCT/CA2006/001640 (filed October 5, 2006)
- Inventors: 1) DAFTARIAN, Pirouz                      4) BROWN, Robert  
2) MANSOUR, Marc                                      5) KAST, Wijbe  
3) POHAJDAK, Bill

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	2,622,464	October 5, 2006	2,622,464	October 5, 2026
United States	15/897,025	October 5, 2006	10,272,042	October 5, 2026
Australia	2006301891	October 5, 2006	2006301891	October 5, 2026
China	200680036783.2	October 5, 2006	101282742	October 5, 2026
Japan	2008-533836	October 5, 2006	5528703	October 5, 2026
India	2866/DELNP/2008	October 5, 2006	266563	October 5, 2026

Europe	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Belgium	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Switzerland & Liechtenstein	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Germany	06790800.4	October 5, 2006	602006039607.4	October 5, 2026
Spain	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
France	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Great Britain	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Ireland	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
Italy	06790800.4	October 5, 2006	502014902241434	October 5, 2026
The Netherlands	06790800.4	October 5, 2006	EP 1 948 225	October 5, 2026
United States	14/674,063	October 5, 2006	9,925,142	February 16, 2027 (includes 134 day term adjustment)

**Use of Liposomes in a Carrier Comprising a Continuous Hydrophobic Phase  
for Delivery of Polynucleotides *In Vivo***

- Priority Applications: US 60/975,602 (filed September 27, 2007)  
US 61/061,303 (filed June 13, 2008)

- International Application: PCT/CA2008/001678 (filed September 24, 2008)
- Inventors: 1) MANSOUR, Marc                      3) WEIR, Genevieve  
2) KARKADA, Mohan

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
India	411/MUMNP/2010	September 24, 2008		September 24, 2028 (projected)
China	201610656942.4	September 24, 2008		September 24, 2028 (projected)
Hong Kong	17106867.8	September 24, 2008		September 24, 2028 (projected)
United States	16/254,716	September 24, 2008	11,235,069	September 29, 2028 (includes 5 day term adjustment)
United States	17/314,141	September 24, 2008		September 24, 2028

				(projected/absent term extension)
Australia	2008303023	September 24, 2008	2008303023	September 24, 2028
Japan	2010-526115	September 24, 2008	5731198	September 24, 2028
Europe	08800369.4	September 24, 2008	2 197 497	September 24, 2028
Belgium	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Switzerland & Liechtenstein	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Germany	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Spain	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
France	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Great Britain	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Ireland	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
Italy	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
The Netherlands	08800369.4	September 24, 2008	EP 2 197 497	September 24, 2028
United States	12/679,875	September 24, 2008	9,498,493	December 6, 2029 (includes 438 day term adjustment)
Japan	2015-079967	September 24, 2008	6016970	September 24, 2028
Canada	2,700,808	September 24, 2008	2,700,808	September 24, 2028
United States	15/290,567	September 24, 2008	10,232,052	September 24, 2028

**Water-Free Compositions Comprising an Antigen an Amphipathic Compound and a Hydrophobic Carrier, and Uses Thereof**

- Priority Applications: US 60/977,197 (filed October 3, 2007)
- International Application: PCT/CA2008/001747 (filed October 2, 2008)
- Inventors: MANSOUR, Marc

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Brazil	PI0817484-9	October 2, 2008	PI0817484-9	October 2, 2028
Australia	2008307042	October 2, 2008	2008307042	October 2, 2028
Japan	2010-527303	October 2, 2008	5591705	October 2, 2028
China	200880110239.7	October 2, 2008	101815529	October 2, 2028
Canada	2,700,828	October 2, 2008	2,700,828	October 2, 2028

**Compositions Comprising Liposomes, an Antigen, a Polynucleotide and  
a Carrier Comprising a Continuous Phase of a Hydrophobic Substance**

- Priority Applications: US 61/059,043 (filed June 5, 2008)
- International Application: PCT/CA2009/000692 (filed May 22, 2009)
- Inventors: 1) MANSOUR, Marc 4) KARKADA, Mohan  
2) SAMMATUR, Leeladhar 5) WEIR, Genevieve  
3) MACDONALD, Lisa 6) FUENTES-ORTEGA, Antar

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
United States	16/283,486	May 22, 2009		May 22, 2029 (projected / absent term extension)
India	7749/CHENP/2010	May 22, 2009	408416	May 22, 2029
Brazil	PI0913612-6	May 22, 2009	PI0913612-6	May 22, 2029
Singapore	201008208-9	May 22, 2009	166901	May 22, 2029
Australia	2009253780	May 22, 2009	2009253780	May 22, 2029
Japan	2011-511943	May 22, 2009	5715051	May 22, 2029
Japan	2014/231396	May 22, 2009	6143731	May 22, 2029
Japan	2017-024007	May 22, 2009	6448676	May 22, 2029
China	200980120883.7	May 22, 2009	102056622	May 22, 2029
Europe	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Belgium	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Switzerland & Liechtenstein	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Germany	09756985.9	May 22, 2009	602009026307.2	May 22, 2029
Spain	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
France	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Great Britain	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Ireland	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029
Italy	09756985.9	May 22, 2009	502014902312527	May 22, 2029
The Netherlands	09756985.9	May 22, 2009	EP 2 296 696	May 22, 2029

Hong Kong	11109850.7	May 22, 2009	HK1155642	May 22, 2029
Canada	2,723,918	May 22, 2009	2,723,918	May 22, 2029
Israel	209775	May 22, 2009	209775	May 22, 2029

**Liposome compositions comprising an adjuvant that activates or increases the activity of TLR2 and uses thereof**

- Priority Application: US 61/544,020 (filed October 6, 2011)
- International Application: PCT/CA2012/050705 (filed October 5, 2012)
- Inventors: 1) MANSOUR, Marc                      4) SUMMATUR, Leeladhar  
2) MACDONALD, Lisa Diana   5) SHARP, Kendall  
3) WEIR, Genevieve Mary

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	2,850,857	October 5, 2012	2,850,857	October 5, 2032
United States	16/139,361	October 5, 2012	11,077,184	October 5, 2032 (includes 6 day term adjustment but terminally disclaimed over US 10,105,435)
United States	17/350,781	October 5, 2012		October 5, 2032 (projected / absent term extension)
Europe	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Belgium	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
France	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Germany	12838879.0	October 5, 2012	602012073542.2	October 5, 2032
Great Britain	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Ireland	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Italy	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Netherlands	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Spain	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Switzerland	12838879.0	October 5, 2012	EP 2 763 698	October 5, 2032
Japan	2017-138141	October 5, 2012	6625587	October 5, 2032

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
China	201280059879.6	October 5, 2012	103998058	October 5, 2032
China	2021112159042	October 5, 2012		October 5, 2032 (projected)
India	2581/CHENP/2014	October 5, 2012	342041	October 5, 2032
Brazil	BR112014007927-7	October 5, 2012	BR112014007927-7	October 5, 2032
Hong Kong	15101540.6	October 5, 2012	HK1201044	October 5, 2032
Australia	2012321022	October 5, 2012	2012321022	October 5, 2032
Japan	2014-533747	October 5, 2012	6240077	October 5, 2032
Israel	231888	October 5, 2012	231888	October 5, 2032
United States	14/347,928	October 5, 2012	10,105,435	October 5, 2032
Singapore	11201401177W	October 5, 2012	11201401177W	October 5, 2032

#### Method for Improving the Efficacy of a Survivin Vaccine in the Treatment of Cancer

- Priority Application: None
- International Application: PCT/CA2013/050248 (filed March 27, 2013)
- Inventors: 1) MANSOUR, Marc                      3) WEIR, Genevieve Mary  
2) BERINSTEIN, Neil L.                      4) STANFORD, Marianne M

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	2,908,042	March 27, 2013		March 27, 2033 (projected)
Australia	2013384879	March 27, 2013	2013384879	March 27, 2033
Japan	2016-504427	March 27, 2013	6254251	March 27, 2033
China	201380076924.3	March 27, 2013	105324128	March 27, 2033
China	202010788390.9	March 27, 2013		March 27, 2033 (projected)
Hong Kong	42021030754.2	March 27, 2013		March 27, 2033
United States	14/778,897	March 27, 2013	10,022,441	April 17, 2033 (includes 21 day term adjustment)

United States	16/013,834	March 27, 2013	10,729,766	March 27, 2033
United States	16/941,814	March 27, 2013		March 27, 2033 (projected / absent term extension)
Europe	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Belgium	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Switzerland & Liechtenstein	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Germany	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Spain	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
France	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Great Britain	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Ireland	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Italy	18188268.9	March 27, 2013	502021000065435	March 27, 2033
The Netherlands	18188268.9	March 27, 2013	EP 3 421 047	March 27, 2033
Europe	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Belgium	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Switzerland & Liechtenstein	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Germany	13880361.4	March 27, 2013	602013044063.8	March 27, 2033
Spain	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
France	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Great Britain	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Ireland	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Italy	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
The Netherlands	13880361.4	March 27, 2013	EP 2 978 450	March 27, 2033
Hong Kong	16109118.0	March 27, 2013	HK1220914	March 27, 2033



**Lipid A Mimics, Methods of Preparation, and Uses Thereof**

- Priority Application: US 62/100,233 (filed January 6, 2015)
- International Application: PCT/CA2015/051309 (filed December 11, 2015)
- Inventors: 1) JIANG, Zi-Hua  
2) LEWICKY, Jordan David  
3) WEIR, Genevieve Mary  
4) RAJAGOPALAN, Rajkannan
- 5) SAMMATUR, Leeladhar  
6) STANFORD, Marianne Michelle  
7) MANSOUR, Marc

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	2,972,635	December 11, 2015		Will abandon on April 19, 2023, for non-payment of IF
United States	15/541,774	December 11, 2015	10,533,033	Will abandon on January 14, 2024, for non-payment of MF
United States	16/715,843	December 16, 2019	10,988,500	Will abandon on April 27, 2025, for non-payment of MF
Europe	15876412.6	December 11, 2015		Will abandon on December 31, 2023, for non-payment of MF
Japan	2020-117625	December 11, 2015	7053106	Will abandon on April 4, 2025, for non-payment of MF
Hong Kong	18104784.2	December 11, 2015		Will abandon on December 11, 2023, for non-payment of MF

**Adjuvanting Systems and Water-Free Vaccine Compositions Comprising a PolyI:C Polynucleotide Adjuvant and a Lipid-based Adjuvant**

- Priority Application: 62/256,875 (filed November 18, 2015)
- International Application: PCT/CA2016/051324 (filed November 15, 2016)
- Inventors: 1) WEIR, Genevieve Mary 3) LIWSKI, Robert  
2) MACDONALD, Lisa Diana 4) MANSOUR, Marc

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Australia	2016355926	November 15, 2016		November 15, 2036 (projected)
Canada	3,005,127	November 15, 2016	3,005,127	November 15, 2036 (projected)
China	201680078577.1	November 15, 2016		November 15, 2036 (projected)
Europe	16865342.6	November 15, 2016		November 15, 2036 (projected)
India	201817021523	November 15, 2016		November 15, 2036 (projected)
Japan	2018-524713	November 15, 2016	6989134	November 15, 2036
Japan	2021-128886	November 15, 2016		November 15, 2036 (projected)
United States	15/777,120	November 15, 2016	11,160,861	October 11, 2037 (includes 330 day term adjustment)
United States	17/480,304	November 15, 2016		November 15, 2036 (projected / absent term extension)

**Vaccine Compositions Comprising an Amphipathic Compound, a Neoantigen  
and a Hydrophobic Carrier, and Methods of Use Thereof**

- Priority Application: US 62/331,770 (filed May 4, 2016)
- International Application: PCT/CA2017/050539 (filed May 3, 2017)
- Inventors: 1) STANFORD, Marianne 3) ORS, Frederic  
2) WEIR, Genevieve Mary 4) SAMMATUR, Leeladhar

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	3,022,924	May 3, 2017		May 3, 2037 (projected)
China	201780039589.8	May 3, 2017		May 3, 2037 (projected)
Europe	17792333.1	May 3, 2017		May 3, 2037 (projected)
Japan	2018-557796	May 3, 2017		May 3, 2037 (projected)
Japan	2022-089582	May 3, 2017		May 3, 2037 (projected)
United States	16/098,042	May 3, 2017	11,260,116	March 6, 2038 (includes 307 day term adjustment)
United States	17/580,728	May 3, 2017		May 3, 2037 (projected)



**Pharmaceutical Compositions, Methods for Preparation using  
Lipid Vesicle Particles of Defined Size, and Uses Thereof**

- Priority Application: 62/530,498 (filed July 10, 2017)
- International Application: PCT/CA2017/051336 (filed November 9, 2017)
- Inventors: 1) SAMMATUR, Leeladhar 5) WEIR, Genevieve  
2) RAJAGOPALAN, Rajkannan 6) STANFORD, Marianne  
3) SHARMA, Arthvan 7) PENWELL, Andrea  
4) KALIAPERUMAL, Valarmathy

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
Australia	20174233053	November 9, 2017		November 9, 2037 (projected)
Canada	3,069,019	November 9, 2017		November 9, 2037 (projected)
China	201780094129.5	November 9, 2017		November 9, 2037 (projected)
Europe	17917340.6	November 9, 2017		November 9, 2037 (projected)
India	202017003925	November 9, 2017		November 9, 2037 (projected)
Japan	2020-500810	November 9, 2017		November 9, 2037 (projected)
United States	16/629,780	November 9, 2017		November 9, 2037 (projected / absent term extension)

**Pharmaceutical Compositions, Methods for Preparation Comprising  
Sizing of Lipid Vesicle Particles, and Uses Thereof**

- International Application: PCT/CA2017/051335 (filed November 9, 2017)
- Inventors: 1) SAMMATUR, Leeladhar 5) WEIR, Genevieve  
2) RAJAGOPALAN, Rajkannan 6) STANFORD, Marianne  
3) SHARMA, Arthvan 7) PENWELL, Andrea  
4) KALIAPERUMAL, Valarmathy

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
Australia	2017438994	November 9, 2017		Will abandon on November 9, 2023, for non-payment of MF
Canada	3,091,974	November 9, 2017		November 9, 2037 (projected)
China	201780098137.7	November 9, 2017		November 9, 2037 (projected)
Europe	17931556.9	November 9, 2017		November 9, 2037 (projected)
India	2020017023022	November 9, 2017		Marked for passive abandonment – pending next OA
Japan	2020-526030	November 9, 2017	7103726	November 9, 2037 (projected)
United States	16/762,286	November 9, 2017		November 9, 2037 (projected / absent term extension)
Hong Kong	62021024895.6	November 9, 2017		November 9, 2037 (projected)

**Methods And Compositions For Targeted Delivery Of Active Agents  
And Immunomodulatory Agents To Lymph Nodes**

- Priority Application: 62/645,249 (filed March 20, 2018)
- International Application: PCT/CA2019/050328 (filed March 18, 2019)
- Inventors: 1) RAJAGOPALAN, Rajkannan 4) TORREY, Heather  
2) SAMMATUR, Leeladhar 5) WEIR, Genevieve  
3) STANFORD, Marianne
- **Published September 26, 2019 as WO/2019/178677**

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
Australia	2019239785	March 18, 2019		Will abandon on March 18, 2023, for non-payment of MF
Canada	3,094,405	March 18, 2019		March 18, 2039 (projected)
China	201980032559.3	March 18, 2019		March 18, 2039 (projected)
Europe	19772567.4	March 18, 2019		March 18, 2039 (projected)
India	202017045315	March 18, 2019		Will abandon on August 2, 2023, for non-response to OA
Japan	2020-550076	March 18, 2019		March 18, 2039 (projected)
United States	16/981,758	March 18, 2019		March 18, 2039 (projected) absent term extension)

**Methods for Improving the Efficacy of a Survivin Therapeutic in the Treatment of Tumors**

- Priority Application: 62/769,347 (filed November 19, 2018)
- International Application: PCT/IB2019/059899 (filed November 18, 2019)
- 
- Inventors: 1) STANFORD, Marianne 4) WEIR, Genevieve  
2) Fiset, Stephan 5) RAJAGOPALAN, Rajkannan  
3) MACDONALD, Lisa
- **Published May 28, 2020 as WO/2020/104923**

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
Canada	3,119,910	November 18, 2019		November 18, 2039 (Projected)  (S&B responsible for CA National Phase Entry only)
Australia	2019383785	November 18, 2019		November 18, 2039 (projected)
Taiwan	108141982	November 18, 2019		November 18, 2039 (projected)
Europe	19887650.0	November 18, 2019		November 18, 2039 (projected)
China	2019800894039	November 18, 2019		November 18, 2039 (projected)
Japan	2021-527070	November 18, 2019		November 18, 2039 (projected)
United States	17/294,713	November 18, 2019		November 18, 2039 (projected/absent term extension)
Hong Kong	62022050169.1	November 18, 2019		November 18, 2039 (projected)



**Oil-in-Water Emulsion Formulations for Delivery of Active or Therapeutic Agents**

- Priority Application: 62/915,696 (filed October 16, 2019)
- International Application: PCT/CA2020/051377 (filed October 15, 2020)
- Inventors: 1) RAJAGOPALAN, Rajkannan  
2) STANFORD, Marianne  
3) TORREY, Heather
- Published April 22, 2021 as WO/2021/072535

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
Canada	3,153,179	October 15, 2020		October 15, 2040 (projected)
Australia	2020366289	October 15, 2020		October 15, 2040 (projected)
China	2020800794565	October 15, 2020		October 15, 2040 (projected)
Europe	20877544.5	October 15, 2020		October 15, 2040 (projected)
Hong Kong	62023068797.7	October 15, 2020		October 15, 2040 (projected)
India	202217018246	October 15, 2020		October 15, 2040 (projected)
Japan	2022-522804	October 15, 2020		October 15, 2040 (projected)
South Korea	10-2022-7015771	October 15, 2020		October 15, 2040 (projected)
United States	17/768,335	October 15, 2020		Will abandon on April 15, 2023, for not filing a Response to outstanding action

**SARS-COV-2 Vaccine Compositions and Methods of Preparation and Use**

- Priority Applications: US 63/051,223 (filed July 13, 2020),  
US 63/062,702 (filed August 7, 2020)
- International Application: PCT/IB2021/000464 (filed July 13, 2021)
- Inventors: 1) STANFORD, Marianne
- 2) RAJAGOPALAN, Rajkannan
- 3) HRYTSENKO, Olga
- 4) BYDOUN, Moamen
- 5) PATTERSON, Kelcey Grace
  
- **Published January 20, 2022 as WO/2022/013609**
  
- \*\*\* Family Passively Abandoned\*\*\*

**Methods of Treating Diffuse Large B-Cell Lymphoma**

- Inventors: 1) Fiset, Stephan
- 2) BRAMHECHA, Yogesh
- 3) CONLON, Rebekah
- 4) BERINSTEIN, Neil
  
- **Published April 21, 2022 as WO/2022/079490**

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/091,061	October 13, 2020		N/A
US	63/110,743	November 6, 2020		N/A
US	63/121,486	December 4, 2020		N/A
PCT	PCT/IB2021/000688	October 13, 2021		October 13, 2041 (Assuming national entry in countries with a 20-year patent term.)

**Lipid Compositions Comprising Polynucleotide Antigens**

- Inventors: 1) STANFORD, Marianne
- 2) ORS, Frederic
- 2) HRYTSENKO, Olga
- 3) RAJAGOPALAN, Rajkannan

- Published March 31, 2022 as WO/2022/064274

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/084,179	September 28, 2020		N/A
PCT	PCT/IB2021/000650	September 28, 2021		September 28, 2041 (Assuming national entry in countries with a 20-year patent term.)

**Survivin and Mage-A9 Dual-Targeted Immunotherapy**

- Inventors: 1) FRADET, Yves
- 5) BRAMHECHA, Yogesh
- 2) BERGERON, Alain
- 6) MACDONALD, Lisa
- 3) PICARD, Valarie
- 4) Fiset, Stephan

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/250,130	September 29, 2021		N/A
PCT	PCT/IB2022/000557	September 29, 2022		September 29, 2042 (Assuming national entry in countries with a 20-year patent term.)

**Compositions That Recruit and Activate Antigen Presenting Cells**

- Inventors: 1) DIRK, Brennan
- 2) BYDOUN, Moamen
- 3) HRYTSENKO, Olga
- 4) GRAFF, Jeremy
- 5) RAJAGOPALAN, Rajkannan

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/422,771	November 4, 2022		N/A

**Vaccine Compositions Comprising a Neoantigen of KRAS**

- Inventors: 1) HRYTSENKO, Olga
- 2) RAJAGOPALAN, Rajkannan
- 3) PORTALES CERVANTES, Liliana

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/423,335	November 7, 2022		N/A

**Methods of Making Lipid Adjuvanted Compositions**

- Inventors: 1) RAJAGOPALAN, Rajkannan
- 2) LUCAS, Leanne Jennifer

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/449,734	March 3, 2023		N/A

**Methods of Making Dried Pharmaceutical Compositions**

- Inventors: 1) RAJAGOPALAN, Rajkannan

2) LUCAS, Leanne Jennifer

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Projected Expiry Date
US	63/449,779	March 3, 2023		N/A

**SCHEDULE OF PATENT PROPERTIES LICENSED TO IMMUNOVACCINE TECHNOLOGIES INC.****Respiratory Syncytial Virus Vaccine**

- Priority Applications: GB 1019240.9 (filed November 15, 2010)  
US 61/458,012 (filed November 15, 2010)
- International Application: PCT/EP2011/070161 (filed November 15, 2011)
- Licensed from VIB VZW
- Inventors: 1) SAELENS, Xavier  
2) SCHEPENS, Bert  
3) FIERS, Walter

Country	Application Number	Effective / Deemed Filing Date	Patent Number	Expiry Date (or projected where indicated)
Canada	2,820,614	November 15, 2011		Will abandon on April 12, 2023, for not paying issue fee
United States	13/885,388	November 15, 2011	9,409,973	May 19, 2032 (includes 186 day term adjustment)
United States	15/197,001	November 15, 2011	10,117,926	November 15, 2031
United States	17/078,704	November 15, 2011		Will abandon on March 12, 2023, for not filing a Response to outstanding action
Australia	2011331251	November 15, 2011	2011331251	November 15, 2031
China	201180064939.9	November 15, 2011	103379916	November 15, 2031
Japan	2013543860	November 15, 2011	6016799	November 15, 2031
Europe	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Belgium	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Switzerland & Liechtenstein	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Germany	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Spain	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
France	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Great Britain	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Ireland	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
Italy	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031

The Netherlands	11781825.2	November 15, 2011	EP 2 640 419	November 15, 2031
-----------------	------------	-------------------	--------------	-------------------

#### Survivin-Derived Peptides and Use Thereof

- Priority Applications: US 10/354,090 (abandoned; filed January 30, 2003)  
US 10/715,417 (filed November 19, 2003)
- International Application: PCT/DK2004/000062 (filed January 30, 2004)
- Licensed from Merck KGaA – Prosecution and maintenance of this patent family are the responsibility of Merck KGaA; the provided list is based on database searches.
- Projected Family Expiry: January 30, 2024 (Absent any national term extensions)
- Inventors: 1) STRATEN, Eivind Per Thor  
2) ANDERSEN, Mads Hald

Country	Patent Number
Australia	2004208496
Canada	2,513,104
China	101906148
China	1767848
China	103288920
Eurasia	200501206
Hong Kong	1087335
Hong Kong	1126668
Hong Kong	1134030
Hong Kong	1209049
Hong Kong	1209050
Japan	5121143
Japan	5509185
Japan	5931585
Japan	6021961
Mexico	05008128
New Zealand	541510
United States	7,892,559
United States	8,318,174
United States	RE48,522
Europe	EP 1 587 532
Austria	EP 1 587 532
Belgium	EP 1 587 532

Switzerland & Liechtenstein	EP 1 587 532
Czechia	EP 1 587 532
Germany	EP 1 587 532
Spain	EP 1 587 532
Finland	EP 1 587 532
France	EP 1 587 532
Great Britain	EP 1 587 532
Greece	EP 1 587 532
Hungary	EP 1 587 532
Ireland	EP 1 587 532
Italy	EP 1 587 532
Luxembourg	EP 1 587 532
Netherlands	EP 1 587 532
Portugal	EP 1 587 532
Sweden	EP 1 587 532
Slovakia	EP 1 587 532
Turkey	EP 1 587 532
Europe	EP 2 005 966
Austria	EP 2 005 966
Belgium	EP 2 005 966
Switzerland & Liechtenstein	EP 2 005 966
Czechia	EP 2 005 966
Germany	EP 2 005 966
Spain	EP 2 005 966
Finland	EP 2 005 966
France	EP 2 005 966
Great Britain	EP 2 005 966
Greece	EP 2 005 966
Hungary	EP 2 005 966
Ireland	EP 2 005 966
Italy	EP 2 005 966
Luxembourg	EP 2 005 966
Netherlands	EP 2 005 966
Portugal	EP 2 005 966
Sweden	EP 2 005 966



Slovakia	EP 2 005 966
Turkey	EP 2 005 966
Europe	EP 2 092 938
Austria	EP 2 092 938
Belgium	EP 2 092 938
Switzerland & Liechtenstein	EP 2 092 938
Czechia	EP 2 092 938
Germany	EP 2 092 938
Spain	EP 2 092 938
Finland	EP 2 092 938
France	EP 2 092 938
Great Britain	EP 2 092 938
Greece	EP 2 092 938
Hungary	EP 2 092 938
Ireland	EP 2 092 938
Italy	EP 2 092 938
Luxembourg	EP 2 092 938
Netherlands	EP 2 092 938
Portugal	EP 2 092 938
Sweden	EP 2 092 938
Slovakia	EP 2 092 938
Turkey	EP 2 092 938
Europe	EP 2 359 841
Austria	EP 2 359 841
Belgium	EP 2 359 841
Switzerland & Liechtenstein	EP 2 359 841
Czechia	EP 2 359 841
Germany	EP 2 359 841
Denmark	EP 2 359 841
Spain	EP 2 359 841
Finland	EP 2 359 841
France	EP 2 359 841
Great Britain	EP 2 359 841
Greece	EP 2 359 841
Hungary	EP 2 359 841

Ireland	EP 2 359 841
Italy	EP 2 359 841
Luxembourg	EP 2 359 841
Netherlands	EP 2 359 841
Portugal	EP 2 359 841
Sweden	EP 2 359 841
Turkey	EP 2 359 841
Europe	EP 2 857 034
Switzerland & Liechtenstein	EP 2 857 034
Germany	EP 2 857 034
Spain	EP 2 857 034
France	EP 2 857 034
Great Britain	EP 2 857 034
Italy	EP 2 857 034
Europe	EP 2 857 035
Switzerland & Liechtenstein	EP 2 857 035
Germany	EP 2 857 035
Spain	EP 2 857 035
France	EP 2 857 035
Great Britain	EP 2 857 035
Italy	EP 2 857 035
Norway	333213
Norway	334496
Norway	336825
Norway	340433
Norway	343244
Norway	344833

**Survivin Peptide Vaccine**

- Priority Applications: US 60/650,751 (filed February 7, 2005)  
DK 200500173 (filed February 4, 2005)
- International Application: PCT/DK2006/000061 (filed February 3, 2006)
- Licensed from Merck KGaA – Prosecution and maintenance of this patent family are the responsibility of Merck KGaA; the provided list is based on database searches.
- Projected Family Expiry: February 3, 2026 (Absent any national term extensions)
- Inventors: 1) ANDERSEN, Mads Hald

Country	Patent Number
Australia	2006209951
Brazil	PI0607326
Canada	2,593,714
China	101111260
China	103143004
China	103169958
Hong Kong	1112367
Japan	5631357
Japan	2008528643
South Korea	20070108536
Mexico	2007009219
Russia	2396088
South Africa	200705943
Europe	EP 1 853 305
Austria	EP 1 853 305
Belgium	EP 1 853 305
Switzerland & Liechtenstein	EP 1 853 305
Czechia	EP 1 853 305
Germany	EP 1 853 305
Spain	EP 1 853 305
France	EP 1 853 305
Great Britain	EP 1 853 305
Greece	EP 1 853 305
Hungary	EP 1 853 305
Ireland	EP 1 853 305

Italy	EP 1 853 305
Luxembourg	EP 1 853 305
Netherlands	EP 1 853 305
Poland	EP 1 853 305
Sweden	EP 1 853 305

**Schedule "C"  
Monitor's Certificate**

2023

Hfx No. 523334

**SUPREME COURT OF NOVA SCOTIA**

**IN THE MATTER OF:** Application by IMV Inc. and Immunovaccine Technologies Inc. and IMV USA Inc. (the "Applicants"), for relief under the *Companies' Creditors Arrangement Act*

**Monitor's Certificate**

**WHEREAS** on May 1, 2023, the Supreme Court of Nova Scotia (the "**Court**") granted an Initial Order under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") in respect of the Applicants (as amended and restated on May 5, 2023, the "**Initial Order**"), which, among other things, appointed FTI Consulting Canada Inc. as monitor in these proceedings (the "**Monitor**");

**AND WHEREAS** on September 5, 2023, the Court entered an approval and vesting order (the "**Approval and Vesting Order**") authorizing and approving the transaction(s) contemplated by the Agreement of Purchase and Sale (the "**Purchase Agreement**") dated September 1, 2023, by and between Horizon Technology Finance Corporation, as purchaser (the "**Purchaser**"), and IMV Inc. and Immunovaccine Technologies Inc., as vendors (the "**Vendors**"), with a view, *inter alia*, to vest in and to the Purchaser, all of the Vendors' right, title and interest in and to the Purchased Assets (as defined in the Purchase Agreement).

**AND WHEREAS** the Approval and Vesting Order provides for the vesting of all of the Vendors' right, title and interest in and to the Purchased Assets in the Purchaser, in accordance with the terms of the Approval and Vesting Order and upon the issuance of a certificate by the Monitor (the "**Certificate**") confirming that all applicable conditions under the Purchase Agreement have been satisfied and/or waived.

**NOW THEREFORE THE MONITOR HEREBY CERTIFIES AS FOLLOWS:**

1. The Purchaser has caused Horizon Technology Finance Corporation and Powerscourt Investments XXV, LP to release a portion of the Secured Debt (as defined in the Purchase Agreement) on a rateable basis among themselves, in the amount of the Purchase Price (as defined in the Purchase Agreement).
2. The conditions to closing the sale of the Purchased Assets as set out in the Purchase Agreement have been satisfied or waived by the Vendors and the Purchaser.
3. The Closing Time is deemed to have occurred at ● on ●, 2023.

**DATED** at Toronto, Ontario, this \_\_\_\_ day of \_\_\_\_\_, 2023.

**FTI CONSULTING CANADA INC. LIMITED,**  
solely in its capacity as court-appointed Monitor  
of the Applicants, and not in its personal capacity  
and without personal or corporate liability

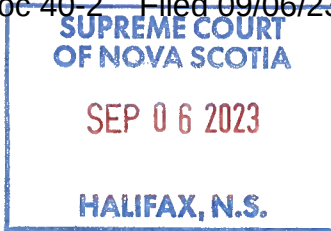
Per: \_\_\_\_\_

Name: Jeffrey Rosenberg

Title: Senior Managing Director

**EXHIBIT 2**

**Interim Distribution and WEPPA Order**



2023

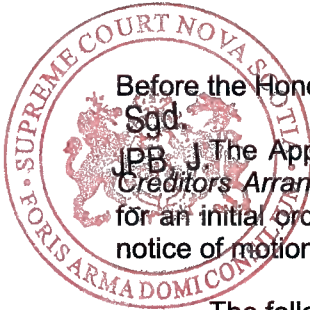
Hfx No. 523334

**SUPREME COURT OF NOVA SCOTIA**

**IN THE MATTER OF:** **Application by IMV Inc. and Immunovaccine Technologies Inc. and IMV USA Inc. (the “Applicants”), for relief under the Companies’ Creditors Arrangement Act**

**Interim Distribution and WEPPA Order**

Before the Honourable **JUSTICE JOHN P. BODURTHA** in chambers:



Sgd. **J.P.B.** The Applicants propose to make a compromise or arrangement under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 as amended (the “**CCAA**”) and they applied for an initial order and, now or in the future, other relief under the CCAA as may be sought on notice of motion.

The following parties received notice of this application: see attached at Schedule “A”.

The following parties, represented by the following counsel, made submissions:

<u>Party</u>	<u>Counsel</u>
Applicant	<b>McCarthy Tétrault LLP</b> Alain N. Tardif François Alexandre Toupin
	<b>Stewart McKelvey Lawyers</b> Sara L. Scott
Monitor, FTI Consulting Canada Inc.	<b>Stikeman Elliott LLP</b> Maria Konyukhova Natasha Rambaran
Horizon Technology Finance Corporation, as collateral agent	<b>Aird &amp; Berlis LLP</b> Miranda Spence Kyle Plunkett

On motion of the Applicants, the following is ordered and declared:

**Service**

1. The service of the Notice of Application in Chambers, and the supporting documents, as set out in the affidavit of service is hereby deemed adequate notice so that the motion is properly returnable today and further service thereof is hereby dispensed with.
2. Service of this Order is permitted at any time and place and by any means whatsoever.



### Effective Time

3. This Order and all of its provisions are effective as of 12:01 a.m. Halifax time, province of Nova Scotia, on the date of this Order.

### WEPPA

4. Pursuant to section 5(5) of the *Wage Earner Protection Program Act* (Canada), SC 2005, c 47, s 1 (the "**WEPPA**"), IMV Inc. and Immunovaccine Technologies Inc. and their collective former employees meet the criteria prescribed by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and are individuals to whom the WEPPA applies as of the date of this Order.

### Interim Distribution

5. Authorizes, directs and empowers the Applicants to distribute to Horizon Technology Finance Corporation, in its capacity as collateral agent for itself and Powerscourt Investments XXV, LP, in the amount of \$2,000,000.
6. The Applicants are each hereby authorized, directed and empowered to take any further steps that they deem necessary or desirable to complete the distribution described in this Order.
7. Notwithstanding:
  - (a) the pendency of these proceedings;
  - (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") in respect of the Applicants and any bankruptcy order issued pursuant to any such applications;
  - (c) any assignment in bankruptcy made in respect of the Applicants; or
  - (d) the provisions of any federal or provincial legislation;

any distribution made pursuant to this Order is final and irreversible and shall be binding upon any trustee in bankruptcy that may be appointed in respect of the Applicants, and shall not be void or voidable by creditors of the Applicants, nor shall any such distributions constitute or be deemed to be fraudulent preferences, assignments, fraudulent conveyances, transfers-at-undervalue or other reviewable transactions under the BIA or any other applicable federal or provincial law, nor shall they constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interests of any person, and shall, upon the receipt thereof, be free of all claims, liens, security interests, charges or other encumbrances granted by or relating to the Applicants.

### Approval of the Monitor's activities and fees

8. The activities of FTI Consulting Canada Inc., in its capacity as monitor (the "**Monitor**"), up to the date of this Order, as described in the Fourth Report of the Monitor dated September 1, 2023 (the "**Fourth Report**"), are hereby approved.

9. The Monitor has fulfilled its obligations pursuant to the CCAA and the orders of the Court up until and including the date of this Order.
10. The fees and disbursements of the Monitor and its legal counsel, Stikeman Elliott LLP, as detailed in the Fourth Report as well as the Affidavit of Jeffrey Rosenberg sworn September 1, 2023, attached as Appendix "B" to the Fourth Report and the Affidavit of Maria Konyukhova, sworn September 1, 2023, attached as Appendix "C" to the Fourth Report are hereby approved.

**General**

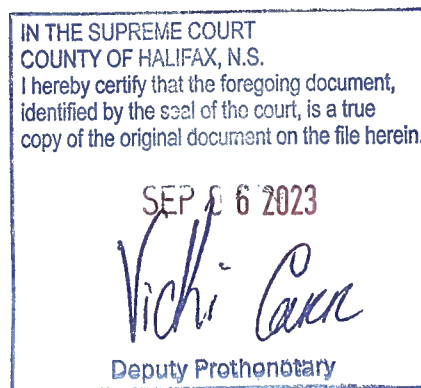
11. This Order and all other orders in these proceedings shall have full force and effect in all provinces and territories in Canada.
12. The aid and recognition of any Court, tribunal, regulatory or administrative body in Canada, the United States of America or elsewhere, to give effect to this Order and to assist the Applicants, the Monitor 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 to provide such assistance to the Applicants and the Monitor as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor or the authorized representative of the Applicants in any foreign proceeding, to assist the Applicants and the Monitor, and to act in aid of and to be complementary to this Court, in carrying out the terms of this Order.
13. Each of the Applicants and the Monitor may apply to any court, tribunal, or regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and the Monitor may act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

Issued *September 6*, 2023



Prothonotary

**VICKI CARR**  
Deputy Prothonotary



**VICKI CARR**  
Deputy Prothonotary

**Schedule "A" – Service List**

2023

Hfx No. 523334

**SUPREME COURT OF NOVA SCOTIA**

**IN THE MATTER OF:** **Application by IMV Inc., Immunovaccine Technologies Inc. and IMV USA Inc. (the “Applicants”), for relief under the *Companies’ Creditors Arrangement Act***

**SERVICE LIST**

<b>Party</b>	<b>Method of Service</b>
<p><b>McCarthy Tétrault LLP</b> 1000 De La Gauchetière Street West Suite MZ400 Montréal, QC H3B 0A2 <i>Counsel to the Applicants.</i></p>	<p><b>M<sup>re</sup> Alain N. Tardif</b> Tel : 514.397.4274 E-mail : atardif@mccarthy.ca</p> <p><b>M<sup>re</sup> Gabriel Faure</b> Tel: 514.397.4182 E-mail: gfaure@mccarthy.ca</p> <p><b>M<sup>re</sup> François Alexandre Toupin</b> Tel: 514.397.4210 E-mail: fatoupin@mccarthy.ca</p>
<p><b>Stewart McKelvey</b> Queen’s Marque 600-1741 Lower Water Street Halifax, NS B3J 0J2 <i>NS Counsel to the Applicants</i></p>	<p><b>M<sup>re</sup> Sara L. Scott</b> Tel : 514.397.4274 E-mail : sscott@stewartmckelvey.com</p>
<p><b>Aird &amp; Berlis LLP</b> Brookfield Place 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9 <i>Counsel to the Horizon Technology Finance Corporation, as agent</i></p>	<p><b>M<sup>re</sup> Miranda Spence</b> Tel : 416.865.3414 E-mail : mspence@airdberlis.com</p> <p><b>M<sup>re</sup> Graham Topa</b> Tel: 416.865.4739 E-mail : gtopa@airdberlis.com</p> <p><b>M<sup>re</sup> Kyle Plunkett</b> Tel: 416.865.3406 E-mail : kplunkett@airdberlis.com</p>
<p><b>Ropes &amp; Gray LLP</b> Prudential Tower 800 Boylston Street Boston, MA 02199-3600 <i>US Counsel to the secured creditor Horizon Technology Finance Corporation, as agent</i></p>	<p><b>M<sup>re</sup> Cristine Schwarzman</b> Tel: 212.596.9635 E-mail : Cristine.Schwarzman@ropesgray.com</p> <p><b>M<sup>re</sup> Patricia I. Chen</b> Tel : 617.951.7553 E-mail: patricia.chen@ropesgray.com</p>

<p><b>FTI Consulting Canada Inc.</b>  TD South Tower  79 Wellington Street West  Suite 2010, P.O. Box 104  Toronto, ON M5K 1G8</p> <p><i>Monitor</i></p>	<p><b>Jodi Porepa</b>  Tel : 437.332.5743  E-mail : Jodi.Porepa@fticonsulting.com</p> <p><b>Jeffrey Rosenberg</b>  Tel: 416.649.8073  E-mail: Jeffrey.Rosenberg@fticonsulting.com</p> <p><b>Adsaran Vithiyananthan</b>  E-mail :  Adsaran.Vithiyananthan@fticonsulting.com</p>
<p><b>Stikeman Elliot LLP</b>  5300 Commerce Court West  199 Bay Street  Toronto ON M5L 1B9</p>	<p><b>M<sup>re</sup> Maria Konyukhova</b>  Tel : 416.869.5230  E-mail: mkonyukhova@stikeman.com</p> <p><b>M<sup>re</sup> Natasha Rambaran</b>  Tel : 416.869.5504  E-mail: nrambaran@stikeman.com</p> <p><i>Counsel to the Appointed Monitor</i></p>
<p><b>Atlantic Canada Opportunities Agency</b>  Legal Services Department of Justice /  Government of Canada  PO Box 6051 644 Main Street  Moncton, NB E1C 9J8</p>	<p><b>M<sup>re</sup> Corinne Godbout</b>  E-mail: Corinne.Godbout@ACOA-APECA.GC.CA</p>
<p><b>Canada Revenue Agency</b></p>	<p><b>M<sup>re</sup> Sophie Dupre</b>  Department of Justice  Tel: 902 407-7674  E-mail: Sophie.dupre@justice.gc.ca</p> <p><b>General address for service:</b>  E-mail:  notificationPGC-AGC.fiscal-tax@justice.gc.ca  notificationPGC-AGC.civil@justice.gc.ca</p>
<p><b>McInness Cooper</b>  1969 Upper Water Street  Suite 1300  McInness Cooper Tower – Purdy's Wharf  Halifax, NS B3J 2V1</p>	<p><b>M<sup>re</sup> Ben Durnford</b>  Tel: 902.444.8454  E-mail: ben.durnford@mcinnescooper.com</p>
<p><b>Nova Scotia Securities Commission</b></p>	<p><b>M<sup>re</sup> Doug Harris</b>  Nova Scotia Securities Commission  E-mail : Doug.harris@novascotia.ca</p> <p><b>M<sup>re</sup> Daniel Boyle</b>  Nova Scotia Department of Justice  E-mail: Daniel.Boyle@novascotia.ca</p>

<p><b>Powerscourt Investments XXV</b> 1251 Avenue of the Americas, 50th Floor New York, NY 10020</p>	<p><b>Conan Sang</b> E-mail: CSang@waterfallam.com</p>
<p><b>Borden Ladner Gervais LLP</b> Bay Adelaide Centre, East Tower 22 Adelaide St. W, Toronto, ON M5H 4E3</p>	<p><b>M<sup>re</sup> Roger Jaipargas</b> Tel: 416.367.6266 E-mail: RJaipargas@blg.com</p> <p><b>M<sup>re</sup> Krstina Skocic</b> Tel: 416.367.6451 E-mail: KSkocic@blg.com</p> <p><i>Counsel to Zoetis</i></p>

**Email distribution list:**

Atardif@mccarthy.ca; fatoupin@mccarthy.ca; sscott@stewartmckelvey.com;  
Adsaran.Vithyanathan@fticonsulting.com; Jodi.Porepa@fticonsulting.com;  
Jeffrey.Rosenberg@fticonsulting.com; mkonyukhova@stikeman.com;  
nrambaran@stikeman.com; mspence@airdberlis.com; gtopa@airdberlis.com;  
kplunkett@airdberlis.com; Cristine.Schwarzman@ropesgray.com;  
patricia.chen@ropesgray.com; Corinne.Godbout@ACOA-APECA.GC.CA;  
Sophie.dupre@justice.gc.ca; notificationPGC-AGC.civil@justice.gc.ca; notificationPGC-  
AGC.fiscal-tax@justice.gc.ca; ben.durnford@mcinnescooper.com;  
Daniel.Boyle@novascotia.ca; Doug.harris@novascotia.ca; CSang@waterfallam.com;  
RJaipargas@blg.com; KSkocic@blg.com

**EXHIBIT B**

**Agreement of Purchase and Sale**

***EXHIBIT B AVAILABLE UPON REQUEST***



**EXHIBIT C**

**Fourth Report of FTI Consulting Canada Inc., as Monitor**

***EXHIBIT C AVAILABLE UPON REQUEST***