

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

IMV Inc., *et al.*,

Debtors in a Foreign Proceeding.¹

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Hearing Date: June 5, 2023 at 1:00 p.m. (ET)

Objection Deadline: May 30, 2023 at 4:00 p.m. (ET)

**MOTION PURSUANT TO SECTIONS 105(A), 1507, 1521, AND 1525 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY OF AN ORDER
(I) RECOGNIZING AND ENFORCING THE CLAIMS PROCESS 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”), has commenced the above-captioned chapter 15 cases and moves (this “Motion”), pursuant to sections 105(a), 1507, 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 “Proposed Order”) recognizing and giving effect in the United States to the *Claims*

¹ 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.

Process Order attached to the Proposed Order as Exhibit 1 (the “Claims Process Order”), as entered by the Canadian Court in the Canadian Proceeding, and granting related relief. In support of this Motion, the Foreign Representative submits and incorporates by reference 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 Amended and Restated Initial Order, and (IV) Related Relief* (the “Hall Declaration”)² 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 Debtors confirm their 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 the chapter 15 petitions filed 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)*

² Capitalized terms used but not defined herein shall the meaning ascribed to them in the Hall Declaration or the Claims Process Order, as applicable.

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), 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 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”) 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 Hall Declaration.

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 May 9, 2023 the Canadian Court entered the Claims Process Order, establishing a claims process in the Canadian Proceeding. The relief provided in the Claims Process Order is set forth below and in the Hall Declaration.

THE CLAIMS PROCESS ORDER

11. The Claims Process Order approves a unified claims process in the Canadian Proceeding and establishes certain claims bar dates. The claims process is designed to be as easy as possible for creditors to have their claims recognized and resolved, while also providing the Debtors with necessary and timely information regarding the universe of claims against the Debtors as well as their directors and officers, as they move forward with their restructuring and develop a solution for the benefit of all of their stakeholders.

12. The Claims Process Order sets out deadlines for the Monitor to provide notice of the claims process and procedures. Specifically: (a) by or before May 16, 2023, the Monitor must publish a copy of the Claims Process Order on the website it created for the Canadian Proceeding; (b) by or before May 15, 2023, the Monitor must send notice (*i.e.* Creditors' Instructions, as defined in the Claims Process Order) by regular mail or email to each known creditor at their last known address (or address provided for the service list for the Canadian Proceeding); (c) by or before May 17, 2023, the Monitor is required to publish a form of notice in certain newspapers, including the Wall Street Journal (National Edition); and (d) any notices of disclaimer or resiliation under section 32 of the CCAA delivered by the Debtors following the entry of the Claims Process Order must include a copy of the Creditors' Instructions. *See* Claims Process Order at ¶¶ 4-7

13. The Claims Process Order establishes several Claims Bar Dates for different types of creditors—the general bar date for claims against the Debtors is July 31, 2023 (5:00 p.m., Halifax Time), the bar date for claims against the Debtors' directors and officers is August 29, 2023 (5:00 p.m., Halifax Time), and the bar date for claims related to the Debtors' restructuring is

the later of July 31, 2023 (5:00 p.m., Halifax Time) or 30 days following the receipt by a creditor of a notice from the Debtors giving rise to such a claim. *See id.*, at ¶ 3.8

14. The Claims Process Order establishes procedures for claims disputes. Following the filing of a Proof of Claim, the Monitor and the Debtors will review the claim to analyze the amount and terms set out therein for voting and distribution purposes. If there is a disagreement as to the claim, the Monitor shall send the creditor or its counsel a Notice of Revision or Disallowance. A creditor who receives such a notice and wishes to dispute the terms set out therein by the Monitor has 10 calendar days to file an Appeal Application with the Canadian Court and serve a copy of such Appeal Application on the Debtors and the Monitor. The Canadian Court will then resolve the claim. *See id.*, at ¶ 9.

15. Employee claims are handled under a “negative notice” process, with current and former employees receiving an Employee Claim Statement from the Debtors, providing details as to the employee’s claim—the employee has until June 30, 2023 (5:00 p.m., Halifax Time) to contest the amount of the claim set out in the Employee Claim Statement by filing a Notice of Dispute, setting out the basis for the dispute. The Monitor and the Debtors will attempt to consensually resolve the disputed claim, but if the dispute cannot be resolved, the Monitor (after consultation with the Debtors) shall refer the claim to the Canadian Court and either the employee, the Monitor, or the Debtors may bring an application for the resolution of the claim to the Canadian Court. *See id.*, at ¶ 10.

16. The claims process is structured to ensure that the universe of claims is comprehensively solicited and that the nature, quantum, and validity of claims are determined

fairly, comprehensively, and expeditiously at the appropriate time, and that claims are treated in accordance with the remedial objectives of the CCAA.

RELIEF REQUESTED

17. The Foreign Representative seeks entry of the Proposed Order recognizing and enforcing in the United States the Claims Process Order and granting related relief.

BASIS FOR RELIEF

18. Pursuant to the Verified Petition, the Foreign Representative has requested that this Court grant recognition of 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).

19. 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).

20. Here, recognition of the Claims Process Order is vital to the equitable and efficient administration of creditors' claims in a single forum, *i.e.* the Canadian Proceeding. Such relief protects the interest of creditors, as it ensures that all creditors, including those within the United States, are required to have their claims adjudicated and administered through a single process and under a single statute, and eliminates the possibility that a U.S.-based creditor could receive disparate treatment from Canadian creditors by seeking to pursue its claims outside of the Canadian Proceeding. Recognition of the Claims Process Order will aid the Debtors in ascertaining the full universe of creditor claims, in administering the claims process, and achieving a successful restructuring in the Canadian Proceeding to the benefit of their stakeholders. Indeed, one of the Debtors' goals in initiating the Canadian Proceeding was to implement a thorough and efficient claims process. The relief sought herein is consistent with the principles of comity, as it would give further effect to an order of the Canadian Court and ensure that the claims process approved by such order is not undermined by attempts by parties to act within the United States and outside of the Canadian Proceeding. Thus, subject only to entry of a recognition order pursuant to the Verified Petition, such relief should be granted pursuant to sections 105(a), 1507(a), 1521(a) and 1525(a) of the Bankruptcy Code.

NOTICE

21. 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.

WHEREFORE the Foreign Representative respectfully requests that this Court enter the Provisional Relief 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: May 10, 2023
Wilmington, Delaware

Respectfully Submitted,

/s/ Kenneth A. Listwak _____

TROUTMAN PEPPER HAMILTON SANDERS LLP

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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.¹

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Hearing Date: June 5, 2023 at 1:00 p.m. (ET)

Objection Deadline: May 30, 2023 at 4:00 p.m. (ET)

**NOTICE OF MOTION PURSUANT TO SECTIONS 105(A), 1507, 1521, AND 1525 OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY OF AN
ORDER (I) RECOGNIZING AND ENFORCING THE CLAIMS PROCESS ORDER
AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on May 10, 2023, IMV Inc., in its capacity as the duly-appointed foreign representative (the “Foreign Representative”) for the above-captioned debtors, filed the attached *Motion Pursuant to Sections 105(a), 1507, 1521, and 1525 of the Bankruptcy Code and Bankruptcy Rule 9006, for Entry of an Order (I) Recognizing and Enforcing the Claims Process 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, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel to the Foreign Representative on or before **May 30, 2023 at 4:00 p.m. (ET)**.

PLEASE TAKE FURTHER NOTICE that a hearing with respect to the Motion will be held on **June 5, 2023 at 1:00 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.

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, or, upon request, from the undersigned counsel.

¹ 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.

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: May 10, 2023
Wilmington, Delaware

Respectfully Submitted,

/s/ Kenneth A. Listwak

TROUTMAN PEPPER HAMILTON SANDERS LLP

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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.¹

Chapter 15

Case No. 23-10589 (KBO)

(Jointly Administered)

Re: D.I. ____

**ORDER GRANTING MOTION PURSUANT TO SECTIONS 105(A), 1507, 1521, AND
1525 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9006, FOR ENTRY
OF AN ORDER (I) RECOGNIZING AND ENFORCING THE CLAIMS PROCESS
ORDER AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² 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), 1507, 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), 1507, 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 the interests of the Debtors’ creditors in the United States are sufficiently protected; and after due deliberation and sufficient cause appearing therefor,

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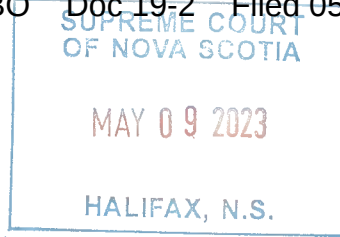
² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court recognizes the Claims Process Order, 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, 1521, and 1525 of the Bankruptcy Code, the Foreign Representative, the Debtors, 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 the Claims Process Order and this Order.
4. 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.
5. This Order shall be effective and enforceable immediately upon entry.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.
7. This Order shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

EXHIBIT 1

Claims Process 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*

Claims Process Order

Justice John P. Bodurtha

Before the Honourable

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:

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

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

Service

1. The service of the Notice of Motion, the associated pleadings, and the supporting documents, as set out in the affidavit of service is hereby abridged and validated so that this Motion is properly returnable today and further service thereof is hereby dispensed with.

2. The service of the present Order (this “**Order**”) at any time and place and by any means whatsoever, including email.

Definitions

3. The following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:
 - 3.1 “**Appeal Application**” means a written application referred to in paragraph 9 of this Order setting out in detail the grounds of appeal from a Notice of Revision or Disallowance;
 - 3.2 “**Assessment**” means any right or claim of Her Majesty the Queen in Right of Canada or of any Province or Territory or Municipality or any other taxation authority in any Canadian or foreign jurisdiction against any of the Applicants, including, without limitation, amounts which may arise, have arisen under, or would arise under, in connection with, or as a result of any notice of assessment, notice of objection, notice of reassessment, notice of appeal, audit, investigation, demand or similar request from any taxation authority, without regard to whether the statute of limitation with respect to any particular tax Claim has expired or whether any audit or investigation has already been conducted;
 - 3.3 “**BIA**” means the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
 - 3.4 “**Business Day**” means a day, other than a Saturday, Sunday or a statutory holiday in the Province of Nova Scotia;
 - 3.5 “**CCAA**” means the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36;
 - 3.6 “**CCAA Proceedings**” means the proceedings in respect of the Applicants before the Court commenced pursuant to the CCAA in Court file Hfx No. 523334;
 - 3.7 “**Claim**” means any right of any Person against any of the Applicants, arising in or in connection with any jurisdiction including but not limited to the United States of America and Canada; in connection with any indebtedness, right to payment, or obligation of any kind of the Applicants, whether or not such right is reduced to judgment, present, future, due or accruing due to such Person and any corresponding interest accrued thereon or costs, damages or equivalents, payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, including, inter alia, any Assessment, any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise), any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured, any executory or non-executory guarantee or surety,

and (i) the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligation is based in whole or in part on facts existing as at the Determination Date; (ii) any Equity Claim; and (iii) any claim which would constitute a claim under the CCAA as at the Determination Date. A Claim shall include, without limitation, (a) any Unaffected Claim; (b) any Claim against the Beneficiaries; (c) any Claim against the Directors and Officers; and (d) any Restructuring Claim, provided however, that in no case shall a Claim include an Excluded Claim;

3.8 **"Claims Bar Date"** means:

- (i) for Employees, 5:00 p.m. (Halifax Time) on June 30, 2023;
- (ii) for a Creditor with a Restructuring Claim, the latest of (a) 5:00 p.m. (Halifax Time) on July 31, 2023 and (b) thirty (30) days after the date of receipt by the Creditor of a notice from the Applicants giving rise to the Restructuring Claim, it being understood that at no time shall such a notice from the Applicants be sent to the Creditor less than thirty (30) days before the date of the Creditors' Meeting
- (iii) for a Creditor with a Claim, 5:00 p.m. (Halifax Time) on July 31, 2023; and
- (iv) for a Creditor with a Claim against the Directors and Officers, 5:00 p.m. (Halifax Time) on August 29, 2023;

3.9 **"Claim against the Directors and Officers"** means a claim as defined in paragraph 11.03(1) of the CCAA as well as any right of any Person against any of the Directors and Officers whether asserted against them in their personal capacity or in their capacity as directors, officers, shareholders, trustees, beneficiaries of any of the Applicants or of any entities related to, or affiliated with, the Applicants or the Directors and Officers, in connection with any indebtedness or obligation of any kind of the Directors and Officers, present, future, due or accruing due to such Person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, including, inter alia, any executory or non-executory guarantee or surety and (i) the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligation is based in whole or in part on facts existing as at the Determination Date; (ii) any Equity Claim; (iii) any Restructuring Claim and (iv) any claim which would constitute a claim under the CCAA as at the Determination Date;

3.10 **"Court"** means the Nova Scotia Supreme Court;

3.11 **"Creditor"** means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such

Person and includes a Known Creditor. A Creditor shall not, however, include an Excluded Creditor in respect of that Person's claim resulting from an Excluded Claim;

- 3.12 "**Creditors' Instructions**" means (i) for Creditors other than Employees, the instructions for Creditors, including a Proof of Claim, an Instruction Letter explaining how to complete same, and a copy of this Order and (ii) for Employees, the Employee Claim Statement, which includes the instructions to Employees;
- 3.13 "**Creditors' List**" means a list of all Known Creditors;
- 3.14 "**Creditors' Meeting**" means any meeting of the Applicants' Creditors to be convened, with leave of the Court, for the purposes of voting on the Plan, and any adjournment or suspension thereof;
- 3.15 "**Directors and Officers**" means any of the present or former, de jure or de facto, directors or officers of any of the Applicants as well as any other individuals legally entitled to administer the affairs of any of the Applicants;
- 3.16 "**Designated Newspapers**" means La Presse+, The Globe and Mail (National Edition) and the Wall Street Journal (National Edition);
- 3.17 "**Determination Date**" means May 1st, 2023;
- 3.18 "**Employee(s)**" means a Creditor who is an employee or a former employee of the Applicants;
- 3.19 "**Employee Claim Statement**" means the employee instruction letter and claim statement, being substantially in the form of **Schedule "B"** hereto.
- 3.20 "**Equity Claim**" has the meaning ascribed thereto in the definition contained in the BIA and the CCAA;
- 3.21 "**Excluded Claim**" means (a) any right of any Person against the Applicants in connection with any indebtedness or obligation of any kind which came into existence after the Determination Date and any interest thereon, including any obligation of the Applicants toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Applicants after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not otherwise affected by the Plan; and (b) any right or claim that may be asserted by any beneficiary of any charges granted by the Court under the CCAA in the present proceedings, with respect to such charges;
- 3.22 "**Excluded Creditor**" means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;

- 3.23 “**Initial Order**” means the order of the Court rendered on May 1st, 2023 under the CCAA, as amended and restated from time to time, including on May 5, 2023;
- 3.24 “**Instruction Letter**” means the instruction letter sent to Creditors, other than Employees, in a document substantially in the form of **Schedule “C”** hereto;
- 3.25 “**Known Creditor**” means a Creditor whose Claim is included in the Applicants’ books and records;
- 3.26 “**Monitor**” means FTI Consulting Canada Inc., acting in its capacity as Monitor of the Applicants pursuant to the Initial Order;
- 3.27 “**Newspaper Notice**” means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph 4, which shall set out the Claims Bar Date and the Creditors’ Instructions, and being substantially in the form of **Schedule “D”** hereto;
- 3.28 “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 9 hereof, advising a Creditor that the Monitor has revised or rejected all or part of such Creditor’s Claim set out in its Proof of Claim and setting out the reasons for such revision or disallowance, and being substantially in the form of **Schedule “E”** hereto;
- 3.29 “**Notice of Dispute**” means the notice referred to in paragraph 10 that may be delivered to the Monitor by a Creditor who is an Employee, who is disputing the amount of its Claim as stated in the Employee Claim Statement, and being substantially in the form of **Schedule “F”** hereto;
- 3.30 “**Person**” means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization without legal personality, joint venture, governmental body or agency, or any other entity;
- 3.31 “**Plan**” means a plan of compromise or arrangement filed or to be filed by the Applicants pursuant to the CCAA, as such plan may be amended or supplemented from time to time;
- 3.32 “**Proof of Claim**” means (i) for Creditors, other than Employees, the form of Proof of Claim for Creditors referred to in paragraph 9 hereof, in the form of **Schedule “G”** hereto, and (ii) for Employees, the Employee Claim Statement referred to in paragraph 10 hereof;
- 3.33 “**Proven Claim**” means the amount of any Claim of any Creditor as of the Determination Date, determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a Proof of Claim to the Monitor or stated in the Employee Claim Statement, as applicable;
- 3.34 “**Publication Date**” means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;

3.35 “**Restructuring Claim**” means any right of any Person against any of the Applicants in connection with any indebtedness or obligation of any kind owed to such Person arising out of the restructuring, repudiation, or termination of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date, including any right of any Person who receives a notice of disclaimer, repudiation or termination from any of the Applicants; provided however, that a Restructuring Claim may not include an Excluded Claim;

3.36 “**Service List**” means the service list in these CCAA Proceedings; and

3.37 “**Unaffected Claim**” shall have the meaning ascribed to such term in the Plan.

Notification Procedure

4. The form of Newspaper Notice shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than on May 17, 2023.
5. The Monitor shall publish on its website at <http://cfcanada.fticonsulting.com/imv>, on or before the day that is five Business Days after the date of this Order, a copy of the Creditors’ List, the Creditors’ Instructions and this Order.
6. The Monitor shall send, by regular mail or by email, a copy of the Creditors’ Instructions to each Known Creditor at their last known address or at the address listed on the Service List no later than on May 15, 2023.
7. Any notices of disclaimer or resiliation under section 32 of the CCAA delivered by the Applicants after the date of this Order shall be accompanied by a copy of the Creditors’ Instructions.

Claims Bar Date

8. Unless otherwise authorized by the Court, a Creditor who does not file a Proof of Claim by the Claims Bar Date (i) shall not be entitled to any further notice; (ii) shall be forever barred from pursuing a Claim against the Applicants or the Directors and Officers; (iii) shall not be entitled to participate as a Creditor in these proceedings; (iv) shall not be entitled to vote on any matter in these proceedings, including the Plan; (v) shall not be entitled to file a Claim against the Applicants or the Directors and Officers; or (vi) shall not be entitled to receive a distribution under the Plan.

Claims Procedure

9. The following procedure shall apply where a Creditor files a Proof of Claim before the Claims Bar Date:
 - 9.1 the Monitor, together with the Applicants, shall review the Proof of Claim to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send the Creditor, or its legal counsel, a Notice of Revision or Disallowance;

- 9.2 the Creditor who receives a Notice of Revision or Disallowance, personally or through its legal counsel, and wishes to dispute it shall, within ten (10) calendar days of the Notice of Revision or Disallowance, file an Appeal Application with the Court and serve a copy of such Appeal Application to the Applicants and the Monitor;
- 9.3 unless otherwise authorized by the Court, if the Creditor does not file an Appeal Application within the delay provided in paragraph 9.2 above, such Creditor shall be deemed to have accepted the nature and value of its Claim as set out in the Notice of Revision or Disallowance; and
- 9.4 where a Creditor files an Appeal Application, the appeal shall be treated as a true appeal on the record and not an appeal de novo, unless the Court decides that proceeding as a true appeal on the record would result in an injustice to the Creditor.

Employee Claims Procedure

10. The following procedure shall apply where an Employee received an Employee Claim Statement:
 - 10.1 if the Employee agrees with the amount of its Claim, as set out in the Employee Claim Statement, no further action will be required by the Employee;
 - 10.2 if the Employee disagrees with the amount of its Claim as set out in the Employee Claim Statement, it shall, before the Claims Bar Date, send by email a Notice of Dispute to the Monitor setting out the basis for its dispute;
 - 10.3 unless otherwise authorized by this Court, if the Employee does not provide a Notice of Dispute within the time period provided for above, the Employee shall be deemed to have accepted the determination of its Claim as set out in the Employee Claim Statement;
 - 10.4 the Monitor, with the assistance of the Applicants, shall attempt to consensually resolve the disputed Claim following the receipt by the Monitor of the Notice of Dispute by the Employee; and
 - 10.5 if, after the expiration of such period of time as the Monitor believes appropriate, the disputed Claim has not been resolved, the Monitor, after consultation with the Applicants, shall refer the Claim to the Court and either the Employee, the Monitor or the Applicants may bring an application for the resolution of such Claim by the Court.

Notices and Communications

11. Any notice, service or other communication to be given under this Order by any Creditor to the Monitor or the Applicants shall be in writing in substantially the form provided for in this Order, where applicable, and will be sufficiently given only if delivered by email, or if a Creditor is unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline available on the Monitor's Website, by

prepaid registered mail, courier, or personal delivery addressed to:

Monitor:
FTI Consulting Inc.
TD South Tower, 79 Wellington Street W
Toronto-Dominion Centre
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
Canada

C/O

Mr. Jeffrey Rosenberg
Ms. Jodi Porepa

Email:

jeffrey.rosenberg@fticonsulting.com
jodi.porepa@fticonsulting.com

With a Copy to:
Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9
Canada

C/O

M^{tre} Maria Konyukhova

Email:

mkonyukhova@stikeman.com

Applicants:
McCarthy Tétrault LLP
1000 De La Gauchetière Street West
Suite MZ400
Montréal, Québec, H3B 0A2

C/O

M^{tre} Alain N. Tardif
M^{tre} François Alexandre Toupin

Email:

atardif@mccarthy.ca
fatoupin@mccarthy.ca

12. Any document sent by the Monitor pursuant to this Order may be sent by email, ordinary mail, registered mail or courier. A Creditor shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier or email.

Documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application.

Notice to Transferees

13. From the date of this Order until seven (7) days prior to the date fixed by the Court for the first distribution in the CCAA Proceedings or any other proceeding, including a bankruptcy, to the extent required, leave is hereby granted to permit a Creditor to provide to the Monitor notice of assignment or transfer of a Claim to any third party.
14. Subject to the terms of any subsequent Order of this Court, if, after the Determination Date, the holder of a Claim transfers or assigns its Claim to another Person, none of the Monitor nor any of the Applicants shall be obligated to give notice to or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until written notice of such transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Monitor and acknowledged by the Applicants or the Monitor in writing and thereafter such transferee or assignee shall, for the purposes hereof, constitute the "Creditor" in respect of such Claim and the Applicants and the Monitor shall thereafter only be required to deal with such transferee or assignee and not the original Creditor. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken or not taken in respect of such Claim in accordance with this Order prior to receipt by the Monitor and acknowledgement by the Applicants or the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any rights of set-off to which the Applicants and/or the applicable Directors and Officers may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim shall not be entitled to set-off, apply, merge, consolidate or combine any Claim assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to any of the Applicants or the applicable Directors and Officers.
15. No transfer or assignment shall be effective for voting purposes at any Creditors' Meeting unless sufficient notice and evidence of such transfer or assignment has been received by the Monitor no later than 5:00 p.m. on the date that is seven (7) days prior to the date fixed by the Court for any Creditors' Meeting, failing which the original Creditor shall have all applicable rights as the "Creditor" with respect to such Claim as if no transfer or assignment of the Claim had occurred.

Aid and Assistance of Other Courts

16. 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.

General Provisions

- 17. For the purposes of this Order, all Claims shall be denominated in United States dollars and all Claims that are not denominated in such currency shall be converted to United States dollars at the Bank of Canada daily average exchange rate in effect on the Determination Date (USD 1 : CAD 1.35). If no currency is specified for the Claim, the currency shall be presumed to be denominated in Canadian dollars.
- 18. The Monitor shall use reasonable discretion as to the forms of the documents to be sent out and received pursuant to this Order and may modify such forms if needed to accomplish the goals of this Order. The Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents.
- 19. The Monitor may apply to the Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
- 20. The provisional execution of this Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever, is hereby ordered.

Issued May 9th, 2023

Laurel
Prothonotary
LAUREL PAUL
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.

MAY 09 2023

Laurel
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

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

<p>FTI Consulting Canada Inc. TD South Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, ON M5K 1G8</p> <p><i>Monitor</i></p>	<p>Jodi Porepa Tel : 437.332.5743 E-mail : Jodi.Porepa@fticonsulting.com</p> <p>Jeffrey Rosenberg Tel: 416.649.8073 E-mail: Jeffrey.Rosenberg@fticonsulting.com</p> <p>Adsaran Vithiyananthan E-mail : Adsaran.Vithiyananthan@fticonsulting.com</p>
<p>Stikeman Elliot LLP 5300 Commerce Court West 199 Bay Street Toronto ON M5L 1B9</p>	<p>M^{re} Maria Konyukhova Tel : 416.869.5230 E-mail : mkonyukhova@stikeman.com</p> <p><i>Counsel to the Appointed Monitor</i></p>
<p>Atlantic Canada Opportunities Agency Legal Services Department of Justice / Government of Canada PO Box 6051 644 Main Street Moncton, NB E1C 9J8</p>	<p>M^{re} Karine LeBlanc Tel: 506.851.2153 Email: karine.leblanc@acoa-apeca.gc.ca</p>
<p>Canada Revenue Agency</p>	<p>General address for service notificationPGC-AGC.fiscal-tax@justice.gc.ca notificationPGC-AGC.civil@justice.gc.ca</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;
mspence@airdberlis.com; gtopa@airdberlis.com; kplunkett@airdberlis.com;
Cristine.Schwarzman@ropesgray.com; patricia.chen@ropesgray.com; karine.leblanc@acoa-apeca.gc.ca;
notificationPGC-AGC.civil@justice.gc.ca; notificationPGC-AGC.fiscal-tax@justice.gc.ca

Schedule B
Employee Claim Statement

SCHEDULE "B"

EMPLOYEE CLAIM STATEMENT

(Letterhead of the Monitor)

[DATE], 2023

[•]

Dear:

**RE: EMPLOYEE CLAIM STATEMENT IN THE CCAA PROCEEDINGS OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.**

(COURT FILE NO. HFX NO. 523334)

As you know, IMV Inc., Immunovaccine Technologies Inc., and IMV USA Inc. (collectively, the "**Applicants**") filed for and were granted creditor protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**"), pursuant to an order (as amended, the "**Initial Order**") of the Supreme Court of Nova Scotia (the "**Court**") (the "**CCAA Proceedings**"). Pursuant to the Initial Order, the Court appointed FTI Consulting Canada Inc. as monitor of the Applicants (in such capacity, the "**Monitor**") to, among other things, oversee the CCAA Proceedings. Terms not otherwise defined herein have the meaning ascribed to them in the Claims Procedure Order dated May [X] 2023 (the "**Claims Procedure Order**"). Copies of the Initial Order, the Claims Procedure Order and other information relating to the CCAA Proceedings has been posted to: <http://cfcanada.fticonsulting.com/imv> (the "**Monitor's Website**").

The purpose of this notice is to inform you about the employee claims process (the "**Employee Claims Process**") that was approved by the Court pursuant to the Claims Procedure Order. The Claims Process governs employee claims to be asserted against the Applicants and their Directors and Officers in the CCAA Proceedings (collectively, the "**Employees**" and each an "**Employee**"). The Employee Claims Process, as it relates to Employee claims (each an "**Employee Claim**"), is described below.

EMPLOYEE CLAIMS PROCESS

- Under the Claims Process, the Monitor is required to send a notice prepared by the Applicants, in consultation with the Monitor, to each Employee outlining the quantum of their Employee Claim against the Applicants and the Directors and Officers that the Monitor is prepared to allow (each an "**Employee Claim Statement**").

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- This notice is your Employee Claim Statement, and your total Employee Claim has been assessed by the Monitor, in consultation with the Applicants. Please refer to Appendix [●] for a copy of your Employee Claim Statement as of May 1, 2023.

If you agree with the Employee Claim Statement, you need take no further action.

IF YOU WISH TO DISPUTE THE ASSESSMENT OF YOUR EMPLOYEE CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

Disagreement with Assessment:

If you disagree with the assessment of your Employee Claim Statement set out in this Employee Claim Statement, you must complete and return to the Monitor a completed Notice of Dispute asserting a claim in a different amount supported by the appropriate documentation. A blank Notice of Dispute is enclosed. The Notice of Dispute with supporting documentation disputing the within assessment of your claim **must be received by the Monitor no later than 5:00 p.m. (Halifax Time) on June 30, 2023 (the "Employee Claims Bar Date")**.

If no such Notice of Dispute is received by the Monitor by that date, the amount of your claim will be, subject to further order of the Court, conclusively deemed to be as shown in this Employee Claim Statement.

The Notice of Dispute of Employee Claim Statement *will be sufficiently received only if delivered by email*, or if an Employee is unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery addressed to:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: imv@fticonsulting.com

with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

- 3 -

Attention: Maria Konyukhova

Email: mkonyukhova@stikeman.com

Any Notice of Dispute shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Halifax Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

IMPORTANT DEADLINE:

If you do not file a Notice of Dispute by the Employee Claims Bar Date, you will have no further right to dispute your Employee Claim Statement against any of the Applicants or the Directors and Officers, as assessed by Monitor, in consultation with the Applicants, and you will be barred from filing any such dispute in the future.

More Information:

If you have questions regarding the foregoing, you may contact the Monitor at imv@fticonsulting.com or via the telephone hotline (416.649.8121 or 1.833.860.8353).

**Schedule C
Instruction Letter**

SCHEDULE "C"

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.
(collectively, the "Applicants")

INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE

I. CLAIMS PROCEDURE

By Order of the Supreme Court of Nova Scotia dated May 5, 2023 (the "**Claims Procedure Order**"), FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor (in such capacity, the "**Monitor**") of the Applicants has been authorized, with the assistance of the Applicants, to conduct a claims procedure (the "**Claims Procedure**") with respect to Claims against the Applicants and their present or former Directors and Officers. The Claims Procedure Order governs the filing and determination of all Claims against the Applicants.

Unless otherwise defined, all capitalized terms used herein shall have the meanings ascribed to them in the Claims Procedure Order.

The Claims Procedure Order, the Claims Package, a Proof of Claim form and related materials may be accessed from the Monitor's Website at <http://cfcanada.fticonsulting.com/imv>

This letter provides instructions for responding to or completing the Proof of Claim. Reference should be made to the Claims Procedure Order for a complete description of the Claims Procedure.

The Claims Procedure is intended for any Person with any Claims, other than Excluded Claims, of any kind or nature whatsoever against the Applicants, the Directors or Officers or any of them, whether liquidated, unliquidated, contingent or otherwise. Please review the enclosed material for the complete definitions of "**Claim**", "**Claims Bar Date**", "**Claims against the Directors and Officers**", "**Creditor**", "**Equity Claim**", "**Excluded Claim**", "**Excluded Creditor**", "**Known Creditor**", "**Restructuring Claim**", "**Unaffected Claim**" to which the Claims Procedure applies.

All enquiries with respect to the Claims Procedure should be addressed to the Monitor at: imv@fticonsulting.com or via the telephone hotline (416.649.8121 or 1.833.860.8353), provided however, that formal notices to the Monitor must be delivered as set out below.

II. FOR CLAIMANTS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim (other than an Excluded Claim) that you wish to assert against the Applicants, the Directors or Officers or any of them, you **MUST** file a Proof of Claim with the Monitor.

- 2 -

All Proofs of Claim for (i) Pre-Filing Claims, which for greater certainty are Claims against the Applicants arising prior to the Filing Date of May 1, 2023; and (ii) D&O Pre-Filing Claims must be received by the Monitor **before 5:00 p.m. (Halifax Time) on July 31, 2023** (the “**Pre-Filing Claims Bar Date**”) and **before 5:00 p.m. (Halifax Time) on August 29, 2023** (the “**D&O Claims Bar Date**”), respectively.

All Proofs of Claim for (i) Restructuring Claims, which for greater certainty are Claims arising out of the restructuring, disclaimer, resiliation, termination or breach by the Applicants on or after the Filing Date of May 1, 2023 of any contract, lease or other agreement or arrangement whether written or oral, and (ii) D&O Restructuring Claims, must be received by the Monitor **by the later of (i) the Pre-Filing Claims Bar Date and (ii) 5:00 p.m. (Halifax Time) on the date that is thirty (30) days after the date of receipt of a notice from the Applicants giving rise to the Restructuring Claim** (the “**Restructuring Claims Bar Date**”).

Any notice or communication required to be provided or delivered, including for greater certainty any Proof of Claim, shall be in writing in substantially the form, if any, provided for in the Claims Procedure Order and *will be sufficiently given only if delivered by email*, or if a Claimant is unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery, addressed to:

If to the Applicants:

McCarthy Tétrault LLP
1000 De La Gauchetière Street West, MZ400
Montreal, QC H3B 0A2

Attention: Alain N. Tardif/ François Alexandre Toupin

Email: atardif@mccarthy.ca / fatoupin@mccarthy.ca

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: imv@fticonsulting.com

with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street

- 3 -

Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova

Email: mkonyukhova@stikeman.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Halifax Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

PROOFS OF CLAIM MUST BE RECEIVED BY THE PRE-FILING CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, OR THE APPLICABLE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED. If you are required to file a Proof of Claim pursuant to the Claims Procedure but do not file a Proof of Claim in respect of a Claim by the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, you shall not be entitled to vote at any Meeting regarding a Plan or participate in any distribution under a Plan or otherwise in respect of such Claims.

All Claims denominated in foreign currency shall be converted to United States dollars at the Bank of Canada daily average exchange rate in effect on the Filing Date of May 1, 2023 (USD 1 : CAD 1.35).

Additional Proof of Claim forms can be obtained by contacting the Monitor at the telephone number and address indicated above and providing particulars as to your name, address and facsimile number or email mail address. In addition, Proofs of Claim and related materials may be accessed from the Monitor's Website at <http://cfcandada.fticonsulting.com/imv>

DATED at Toronto, Ontario this [Xst] day of May, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of
the Applicants and not
in its personal capacity.

**Schedule D
Newspaper Notice**

SCHEDULE "D"

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.
(collectively, the "Applicants")

NOTICE LETTER FOR THE CLAIMS PROCEDURE

**RE: NOTICE OF CLAIMS PROCEDURE, PRE-FILING CLAIMS BAR DATE &
RESTRUCTURING CLAIMS BAR DATE**

This notice is being published pursuant to an Order of the Supreme Court of Nova Scotia dated May 5, 2023 (the "**Claims Procedure Order**"), in the Applicants' proceedings under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended. Pursuant to the Initial Order dated May 1, 2023, FTI Consulting Canada Inc. was appointed as monitor of the Applicants (in such capacity, the "**Monitor**"), and pursuant to the Claims Procedure Order will, with the assistance of the Applicants, conduct a claims procedure (the "**Claims Procedure**") with respect to Claims against the Applicants and their present and former Directors and Officers. Additionally, the Monitor is required to send Claims Packages to, among others, the Applicants' Known Creditors. All capitalized terms not defined herein shall have the meanings ascribed to them in the Claims Procedure Order.

The Claims Procedure Order, the Claims Package, a Proof of Claim and related materials may be accessed from the Monitor's Website at <http://cfcanada.fticonsulting.com/imv>

I. SUBMISSION OF A PROOF OF CLAIM

All persons wishing to assert a Claim (other than an Excluded Claim) against the Applicants or their Directors or Officers **MUST** file a Proof of Claim with the Monitor.

The Pre-Filing Claims Bar Date is 5:00 p.m. (Halifax Time) on July 31, 2023 (the "**Pre-Filing Claims Bar Date**") and **before 5:00 p.m. (Halifax Time) on August 29, 2023** (the "**D&O Claims Bar Date**"). Proofs of Claim in respect of Pre-Filing Claims, including D&O Pre-Filing Claims must be completed and filed with the Monitor on or before the Pre-Filing Claims Bar Date and the D&O Claims Bar Date, respectively.

The Restructuring Claims Bar Date is the later of (i) the Pre-Filing Claims Bar Date and (ii) 5:00 p.m. (Halifax Time) on the date that is thirty (30) days after the date of receipt of a notice from the Debtors giving rise to the Restructuring Claim (the "**Restructuring Claims Bar Date**"). Proofs of Claim in respect of Restructuring Claims and D&O Restructuring Claims must be completed and filed with the Monitor on or before the Restructuring Claims Bar Date.

Any notice or communication required to be provided or delivered, including for greater certainty any Proof of Claim, shall be in writing in substantially the form, if any, provided for in the Claims Procedure Order

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and *will be sufficiently given only if delivered by email*, or if a Claimant is unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery, addressed to:

If to the Applicants:

McCarthy Tétrault LLP
1000 De La Gauchetière Street West, MZ400
Montreal, QC H3B 0A2

Attention: Alain N. Tardif/ François Alexandre Toupin

Email: atardif@mccarthy.ca / fatoupin@mccarthy.ca

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: imv@fticonsulting.com

with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova

Email: mkonyukhova@stikeman.com

Any such notice or communication delivered by a Claimant shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Halifax Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BY THE PRE-FILING CLAIMS BAR DATE OR RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE, OR THE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED. If you are required to file a Proof of Claim

- 3 -

pursuant to the Claims Procedure but do not file a Proof of Claim in respect of a Claim by the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, you shall not be entitled to vote at any Meeting regarding a Plan or participate in any distribution under a Plan, if any, or otherwise in respect of such Claims.

Reference should be made to the enclosed material for the complete definitions of “**Claim**”, “**Claims Bar Date**”, “**Claims against the Directors and Officers**”, “**Creditor**”, “**Equity Claim**”, “**Excluded Claim**”, “**Excluded Creditor**”, “**Known Creditor**”, “**Restructuring Claim**”, “**Unaffected Claim**” to which the Claims Procedure applies.

III. MONITOR CONTACT INFORMATION

All enquiries with respect to the Claims Procedure should be addressed to the Monitor at: Email: inv@fticonsulting.com or via the telephone hotline (416.649.8121 or 1.833.860.8353), provided however, that formal notices to the Monitor must be delivered as set out above.

DATED at Toronto, Ontario this [Xst] day of May, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of
the Applicants and not
in its personal capacity.

Schedule E
Notice of Revision or Disallowance

SCHEDULE "E"

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.
(collectively, the "Applicants")

NOTICE OF REVISION OR DISALLOWANCE

TO: [name and address of Claimant]

PLEASE TAKE NOTICE that this Notice of Revision or Disallowance is being sent pursuant to an order of the Supreme Court of Nova Scotia dated May 5, 2023 (the "**Claims Procedure Order**"). All capitalized terms not otherwise defined in this Notice of Revision or Disallowance shall have the meaning ascribed to them in the Claims Procedure Order, which is available on the Monitor's Website at <http://cfcanada.fticonsulting.com/imv>

The Monitor has reviewed your Proof of Claim dated _____ 2023, and has revised or disallowed your Claim for the following reasons:

Subject to further dispute by you in accordance with the provisions of the Claims Procedure Order, your Claim will be as follows:

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Claim Against	Type of Claim per Proof of Claim	Amount of Claim per Proof of Claim	Type of Claim per this Notice of Revision or Disallowance	Amount of Claim per this Notice of Revision or Disallowance
[Insert name of appropriate party]	[Pre-Filing Claim/ Restructuring Claim/D&O Claim] [Unsecured Claim/ Unsecured Priority Claim/ Secured Claim]	CA\$	[Pre-Filing Claim/ Restructuring Claim/D&O Claim] [Unsecured Claim/ Unsecured Priority Claim / Secured Claim]	CA\$

If you intend to dispute this Notice of Revision or Disallowance, you shall, within ten (10) calendar days of the Notice of Revision or Disallowance, file an Appeal application with the Court and serve a copy of such Appeal Application to the Debtors and the Monitor in writing which *will be sufficiently given only if delivered by email*, or if you are unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery, addressed to:

If to the Applicants:

McCarthy Tétrault LLP
1000 De La Gauchetière Street West, MZ400
Montreal, QC H3B 0A2

Attention: Alain N. Tardif/ François Alexandre Toupin

Email: atardif@mccarthy.ca / fatoupin@mccarthy.ca

If to the Monitor:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: imv@fticonsulting.com

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with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova

Email: mkonyukhova@stikeman.com

If you agree with this Notice of Revision or Disallowance, there is no need to file anything further with the Monitor.

DATED this _____ day of _____, 2023.

FTI Consulting Canada Inc.,
solely in its capacity as Monitor of
the Applicants and not
in its personal capacity.

**Schedule F
Notice of Dispute**

SCHEDULE "F"

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.
(collectively, the "Applicants")

NOTICE OF DISPUTE

(With Respect to the Applicants and their Directors & Officers)

Capitalized terms not defined herein have the meaning ascribed to them in the Order of the Supreme Court of Nova Scotia dated May 5, 2023 (the "Claims Procedure Order").

Claims Reference Number: _____

1. Particulars of Claimant:

Full Legal Name of Employee Claimant (include trade name, if applicable)

(the "Employee Claimant")

Full Mailing Address of the Employee Claimant:

Other Contact Information of the Claimant:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

2. Particulars of original Employee from whom you acquired the Employee Claim (if applicable):

Have you acquired this purported Employee Claim from an Employee by assignment?

Yes: No:

If yes and if not already provided, attach documents evidencing assignment.

Full Legal Name of original Employee Claimant: _____

3. Dispute of Employee Claim Statement:

The Employee Claimant hereby disagrees with the value of its Employee Claim as set out in the Employee Claim Statement and asserts a Claim as follows¹:

	Amount in Employee Claim Statement	Amounts Claimed by Employee Claimant	Entity or Director(s) and/or Officers Against which Employee Claim is Asserted
Total Claim	\$	\$	

4. Reasons for Dispute:

Please describe the reasons and basis for your dispute of the amount set out in your Employee Claim Statement. You may attach a separate schedule if more space is required.

¹All Employee Claims shall be denominated in Canadian dollars. Any Employee Claims denominated in a foreign currency shall be converted United States dollars at the Bank of Canada daily average exchange rate on the Filing Date of May 1, 2023 (USD 1 : CAD 1.35).

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DATED this _____ day of _____, 2023.

Signature of Claimant or its Authorized
Signatory

If in response to an Employee Claim Statement, this Notice of Dispute **MUST** be delivered to the Monitor at the below address such that it is received by the Monitor by no later than **5:00 p.m. (Halifax Time) on June 30, 2023** (the “**Employee Claims Bar Date**”).

This Notice of Dispute must be delivered in writing and *will be sufficiently given only if delivered by email*, or if you are unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery, addressed to:

FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa
Email: imv@fticonsulting.com

with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention : Maria Konyukhova
Email : mkonyukhova@stikeman.com

Any Notice of Dispute delivered shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Halifax Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

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If a completed Notice of Dispute is not received by the Monitor by the dates set out in the Claims Procedure Order and described herein, the Claimant shall be forever barred from disputing the classification, amount or nature of the Employee Claim Statement.

IMPORTANT DEADLINE:

If you do not file a Notice of Dispute by the Employee Claims Bar Date, you will have no further right to dispute your Employee Claim Statement against any of the Applicants or the Directors and Officers, as assessed by Monitor, in consultation with the Applicants, and you will be barred from filing any such dispute in the future. **THE CLAIM AS SET OUT IN THE EMPLOYEE CLAIM STATEMENT SENT TO YOU WILL BE DEEMED TO BE YOUR CLAIM AND WILL BE FINAL AND BINDING.**

**Schedule G
Proof of Claim**

SCHEDULE "G"

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF IMV INC.,
IMMUNOVACCINE TECHNOLOGIES INC. AND IMV USA INC.
(collectively, the "Applicants")

PROOF OF CLAIM

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. All capitalized terms not defined herein have the meaning ascribed to them in the Claims Procedure Order dated May 5, 2023.

I. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant:

_____ (the "Claimant")

2. Full Mailing Address of the Claimant:

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

6. Attention (Contact Person): _____

7. Have you acquired this Claim by assignment?

Yes: No: (if yes, attach documents evidencing assignment)

If Yes, Full Legal Name of Original Claimant(s):

II. PROOF OF CLAIM:

1. I, _____ (name of
Claimant or Representative of the Claimant), of _____

_____ do hereby certify:
 (city and province)

(a) that I check (✓) one

am the Claimant; OR

am _____ (state position or title) of

 (name of Claimant)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) that complete documentation in support of the Claim referred to below is attached; and

(d) that the Applicants and/or one or more of the Directors or Officers of the Applicants were and still are indebted to the Claimant as follows:¹

III. SUBMISSION OF A PRE-FILING CLAIM PROOF OF CLAIM

Debtor	Pre-Filing Claim Amount	Whether Claim is Secured, Priority Unsecured, or Unsecured	Value of Security Held, if any:
IMV Inc.			
Directors and Officers of IMV Inc. _____ (insert names above)			
Immunovaccine Technologies Inc.			
Directors and Officers of Immunovaccine Technologies Inc. _____ (insert names above)			

¹ All Claims denominated in foreign currency shall be converted to United States dollars at the Bank of Canada daily average exchange rate in effect on the Filing Date of May 1, 2023 (USD 1 : CAD 1.35).

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Debtor	Pre-Filing Claim Amount	Whether Claim is Secured, Priority Unsecured, or Unsecured	Value of Security Held, if any:
IMV USA Inc.			
Directors and Officers of IMV USA Inc.			
_____ (insert names above)			

IV. SUBMISSION OF A RESTRUCTURING CLAIM PROOF OF CLAIM

Debtor	Restructuring Claim Amount	Whether Claim is Secured, Priority Unsecured, or Unsecured	Value of Security Held, if any:
IMV Inc.			
Directors and Officers of IMV Inc.			
_____ (insert names above)			
Immunovaccine Technologies Inc.			
Directors and Officers of Immunovaccine Technologies Inc.			
_____ (insert names above)			
IMV USA Inc.			

Directors and Officers of IMV USA Inc. <hr/> (insert names above)			
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V. PARTICULARS OF CLAIM

The particulars of the undersigned’s total Claim (including Pre-Filing Claims, Restructuring Claims and D&O Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) or legal breach(es) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed. If a Claim is made against any Directors or Officers, specify the applicable Directors or Officers and the legal basis for the Claim against each of them.)

VI. FILING OF CLAIM

For Pre-Filing Claims (including D&O Pre-Filing Claims), this Proof of Claim **MUST** be received by the Monitor **before 5:00 p.m. (Halifax Time) on July 31, 2023** (the “**Pre-Filing Claims Bar Date**”) and **before 5:00 p.m. (Halifax Time) on August 29, 2023** (the “**D&O Claims Bar Date**”).

For Restructuring Claims (including D&O Restructuring Claims), this Proof of Claim **MUST** be received by the Monitor **before the later of (i) the Pre-Filing Claims Bar Date and (ii) 5:00 p.m. (Halifax Time) on the date that is thirty (30) days after the date of receipt of a notice from the Debtors giving rise to the Restructuring Claim** (the “**Restructuring Claims Bar Date**”).

In either case, this Proof of Claim shall be delivered in writing and *will be sufficiently given only if delivered by email*, or you unable to do so, and after notifying the Monitor of the method of delivery via the telephone hotline (416.649.8121 or 1.833.860.8353), by prepaid registered mail, courier, or personal delivery, addressed to:

FTI Consulting Canada Inc.
 TD Waterhouse Tower
 79 Wellington Street West
 Suite 2010, P.O. Box 104
 Toronto, ON M5K 1G8

Attention: Jeff Rosenberg / Jodi Porepa

Email: imv@fticonsulting.com

with copies to:

Stikeman Elliott LLP
5300 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Attention: Maria Konyukhova

Email: mkonyukhova@stikeman.com

Any Proof of Claim delivered shall be deemed to be received upon actual receipt thereof before 5:00 p.m. (Halifax Time) on a Business Day or if delivered outside of normal business hours, the next Business Day.

Failure to file your Proof of Claim as directed by the Pre-Filing Claims Bar Date, Restructuring Claims Bar Date or D&O Claims Bar Date, as applicable, will result in your Claim being extinguished and forever barred and in you being prevented from making or enforcing a Claim against the Applicants or any of its present or former Directors and Officers.

DATED at _____ this _____ day of _____, 2023.

Signature of Claimant