



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Healwell AI Inc.

Corporate name / Dénomination sociale

1260725-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Hantz Prosper

Director / Directeur

2023-09-29

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
Healwell AI Inc.

2 Corporation number
Numéro de la société
1260725-5

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Scott Nirenberski
Scott Nirenberski
(905)960-6717

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Description of Classes of Shares / Description des catégories d'action

The Articles of the Corporation are amended to amend and restate, in their entirety, the rights, privileges, restrictions and conditions relating to the Class A Subordinate Voting Shares, Class B Multiple Voting Shares and Preferred Shares previously set out in the Corporation's articles of amendment dated September 26, 2023, as the same may have been amended from time to time through to the date hereof, as follows:

1. Class A Subordinate Voting Shares and Class B Multiple Voting Shares. The rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares are:

1.1 Dividends; Rights on Liquidation, Dissolution, or Winding-Up. The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares, and the Class A Subordinate Voting Shares shall have the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs (the "Rights"). The Class B Multiple Voting Shares shall not be entitled to any Rights. For the avoidance of doubt, holders of Class A Subordinate Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation.

1.2. Meetings and Voting Rights.

1.2.1. Each holder of Class B Multiple Voting Shares and each holder of Class A Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Class B Multiple Voting Share shall entitle the holder thereof to nine (9) votes and each Class A Subordinate Voting Share shall entitle the holder thereof to one (1) vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

1.2.2. Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 176(1) of the Canada Business Corporations Act (the "Act"). Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 176(1) of the Act unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Class A Subordinate Voting Shares and Class B Multiple Voting

Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law.

1.3. Subdivision or Consolidation. No subdivision or consolidation of the Class A Subordinate Voting Shares or the Class B Multiple Voting Shares shall be carried out unless, at the same time, the Class B Multiple Voting Shares or the Class A Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

1.4. No Conversion. Neither the Class A Subordinate Voting Shares nor the Class B Multiple Voting Shares can be converted into any other class of shares.

1.5. Conditions of Transfer and Automatic Cancellation.

1.5.1. The Class B Multiple Voting Shares shall not be transferable, except (a) as part of a Transfer of Class A Subordinate Voting Shares by a holder of Class B Multiple Voting Shares to or from a Permitted Holder on a one-for-one basis or (b) to the Corporation for cancellation.

1.5.2. Subject to paragraph 1.5.1, upon the first date that a Class A Subordinate Voting Share is Transferred by a holder who also owns a Class B Multiple Voting Share (i) to someone other than to a Permitted Holder or (ii) from any such Permitted Holder back to such holder of Class A Subordinate Voting Shares and/or any other Permitted Holder of Class B Multiple Voting Shares, that will cause the holder to hold fewer Class A Subordinate Voting Shares than they hold Class B Multiple Voting Shares, then the number of Class B Multiple Voting Shares held by such holder in excess of the number of Class A Subordinate Voting Shares held by such holder shall automatically be deemed to have been cancelled, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Class B Multiple Voting Shares subject to such cancellation, and cancel or cause the cancellation of the certificate or certificates representing the Class B Multiple Voting Shares so deemed to have been cancelled. If less than all of the Class B Multiple Voting Shares represented by any certificate are automatically cancelled, the holder shall be entitled to receive a new certificate representing the Class B Multiple Voting Shares represented by the original certificate which have not been cancelled against delivery of such original certificate.

1.5.3. In addition, all Class B Multiple Voting Shares, regardless of the holder thereof, will be automatically cancelled if WELL Health Technologies Corp., Dr. Sven Grail, Dr. George Christodoulou and Dr. Alex Dobranowski, and their respective Affiliates, hold less than 5% of the aggregate number of outstanding Class A Subordinate Voting Shares as a group, and upon such occurrence, the authorized and unissued Class B Multiple Voting Shares as a class shall be deleted entirely from the authorized capital of the Corporation, together with the rights, privileges, restrictions and conditions attaching thereto.

1.5.4. The Corporation may, from time to time, establish such policies and procedures relating to the cancellation of the Class B Multiple Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Class B Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Multiple Voting Shares. A determination by the Secretary of the Corporation

that a Transfer results in a cancellation of a Class B Multiple Voting Share shall be conclusive and binding.

1.5.5. For purposes of this subsection 1.5:

"Affiliate" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

"Members of the Immediate Family" means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the Income Tax Act (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

"Permitted Holders" means (a) WELL Health Technologies Corp., (b) in respect a holder of Class B Multiple Voting Shares that is an individual, the Members of the Immediate Family of such individual, and any Person controlled, directly or indirectly, by any such holder, and (c) in respect of a holder of Class B Multiple Voting Shares that is not an individual, an Affiliate of that holder;

"Person" means any individual, partnership, corporation, company, association, trust, joint venture, limited liability company or other legal entity;

"Transfer" of a Class A Subordinate Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, (1) a transfer of a Class A Subordinate Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Class A Subordinate Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a "Transfer": (a) the grant of a proxy to the Corporation's officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (b) the pledge of a Class A Subordinate Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Class A Subordinate Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Class A Subordinate Voting Share or other similar action by the pledgee shall constitute a "Transfer"; and

"Voting Control" with respect to a Class A Subordinate Voting Share means the exclusive power (whether

directly or indirectly) to vote or direct the voting of such Class A Subordinate Voting Share by proxy, voting agreement or otherwise.

A Person is "controlled" by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and, if applicable, voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons or, (3) in the case of a Person that does not have participating (equity) interests, then the right (by contract or otherwise) to elect or appoint at least a majority of the directors, managers, members or other persons exercising similar authority with respect to such Person is held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

1.6. Single Class. Except as otherwise provided above, Class A Subordinate Voting Shares and Class B Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

2. 1. Directors' Right to Issue One or More Series. The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of

redemption or purchase, with or without any provision for sinking or similar funds;

(e) any conversion, exchange or reclassification rights; and

(f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

2.2. Ranking of Preferred Shares of Each Series. The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

2.3. Voting Rights. Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 176 (1) of the Act. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66 2/3% of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3% of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such

meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders held.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Healwell AI Inc.

Corporate name / Dénomination sociale

1260725-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Hantz Prosper

Director / Directeur

2023-09-26

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
MCI OneHealth Technologies Inc.

2 Corporation number
Numéro de la société
12607255

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:
La dénomination sociale est modifiée pour :
Healwell AI Inc.

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

DocuSigned by:

6F82FB5DB2F44D0...
Scott Nirenberski
(905)960-6717

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Schedule / Annexe
Description of Classes of Shares / Description des catégories d'action

To amend and restate, in their entirety, the rights, privileges, restrictions and conditions relating to the Class A Subordinate Voting Shares, Class B Multiple Voting Shares and Preferred Shares previously set out in the Corporation's articles of amendment dated January 5, 2021, as the same may have been amended from time to time through to the date hereof, as follows:

1. Class A Subordinate Voting Shares and Class B Multiple Voting Shares. The rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares are:

1.1 Dividends; Rights on Liquidation, Dissolution, or Winding-Up. The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares, and the Class A Subordinate Voting Shares shall have the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs (the "Rights"). The Class B Multiple Voting Shares shall not be entitled to any Rights. For the avoidance of doubt, holders of Class A Subordinate Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation.

1.2. Meetings and Voting Rights.

1.2.1. Each holder of Class B Multiple Voting Shares and each holder of Class A Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Class B Multiple Voting Share shall entitle the holder thereof to nine (9) votes and each Class A Subordinate Voting Share shall entitle the holder thereof to one (1) vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

1.2.2. Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 176(1) of the Canada Business Corporations Act (the "Act"). Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 176(1) of the Act unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Class A Subordinate Voting Shares and Class B Multiple Voting

Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law.

1.3. Subdivision or Consolidation. No subdivision or consolidation of the Class A Subordinate Voting Shares or the Class B Multiple Voting Shares shall be carried out unless, at the same time, the Class B Multiple Voting Shares or the Class A Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

1.4. No Conversion. Neither the Class A Subordinate Voting Shares nor the Class B Multiple Voting Shares can be converted into any other class of shares.

1.5. Conditions of Transfer and Automatic Cancellation.

1.5.1. The Class B Multiple Voting Shares shall not be transferable, except (a) as part of a Transfer of Class A Subordinate Voting Shares by a holder of Class B Multiple Voting Shares to or from a Permitted Holder on a one-for-one basis or (b) to the Corporation for cancellation.

1.5.2. Subject to paragraph 1.5.1, upon the first date that a Class A Subordinate Voting Share is Transferred by a holder who also owns a Class B Multiple Voting Share (i) to someone other than to a Permitted Holder or (ii) from any such Permitted Holder back to such holder of Class A Subordinate Voting Shares and/or any other Permitted Holder of Class B Multiple Voting Shares, that will cause the holder to hold fewer Class A Subordinate Voting Shares than they hold Class B Multiple Voting Shares, then the number of Class B Multiple Voting Shares held by such holder in excess of the number of Class A Subordinate Voting Shares held by such holder shall automatically be deemed to have been cancelled, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Class B Multiple Voting Shares subject to such cancellation, and cancel or cause the cancellation of the certificate or certificates representing the Class B Multiple Voting Shares so deemed to have been cancelled. If less than all of the Class B Multiple Voting Shares represented by any certificate are automatically cancelled, the holder shall be entitled to receive a new certificate representing the Class B Multiple Voting Shares represented by the original certificate which have not been cancelled against delivery of such original certificate.

1.5.3. In addition, all Class B Multiple Voting Shares, regardless of the holder thereof, will be automatically cancelled if WELL Health Technologies Corp., Dr. Sven Grail, Dr. George Christodoulou and Dr. Alex Dobranowski hold less than 5% of the aggregate number of outstanding Class A Subordinate Voting Shares as a group, and upon such occurrence, the authorized and unissued Class B Multiple Voting Shares as a class shall be deleted entirely from the authorized capital of the Corporation, together with the rights, privileges, restrictions and conditions attaching thereto.

1.5.4. The Corporation may, from time to time, establish such policies and procedures relating to the cancellation of the Class B Multiple Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Class B Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Multiple Voting Shares. A determination by the Secretary of the Corporation

that a Transfer results in a cancellation of a Class B Multiple Voting Share shall be conclusive and binding.

1.5.5. For purposes of this subsection 1.5:

"Affiliate" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

"Members of the Immediate Family" means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the Income Tax Act (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

"Permitted Holders" means (a) WELL Health Technologies Corp., (b) in respect a holder of Class B Multiple Voting Shares that is an individual, the Members of the Immediate Family of such individual, and any Person controlled, directly or indirectly, by any such holder, and (c) in respect of a holder of Class B Multiple Voting Shares that is not an individual, an Affiliate of that holder;

"Person" means any individual, partnership, corporation, company, association, trust, joint venture, limited liability company or other legal entity;

"Transfer" of a Class A Subordinate Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, (1) a transfer of a Class A Subordinate Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Class A Subordinate Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a "Transfer": (a) the grant of a proxy to the Corporation's officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (b) the pledge of a Class A Subordinate Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Class A Subordinate Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Class A Subordinate Voting Share or other similar action by the pledgee shall constitute a "Transfer"; and

"Voting Control" with respect to a Class A Subordinate Voting Share means the exclusive power (whether

directly or indirectly) to vote or direct the voting of such Class A Subordinate Voting Share by proxy, voting agreement or otherwise.

A Person is "controlled" by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and, if applicable, voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons or, (3) in the case of a Person that does not have participating (equity) interests, then the right (by contract or otherwise) to elect or appoint at least a majority of the directors, managers, members or other persons exercising similar authority with respect to such Person is held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

1.6. Single Class. Except as otherwise provided above, Class A Subordinate Voting Shares and Class B Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

2. 1. Directors' Right to Issue One or More Series. The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of

redemption or purchase, with or without any provision for sinking or similar funds;

(e) any conversion, exchange or reclassification rights; and

(f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

2.2. Ranking of Preferred Shares of Each Series. The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

2.3. Voting Rights. Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 176 (1) of the Act. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66 2/3% of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3% of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such

meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders held.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

MCI OneHealth Technologies Inc.

Corporate name / Dénomination sociale

1260725-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Director / Directeur

2021-06-24

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
MCI OneHealth Technologies Inc.

2 Corporation number
Numéro de la société
1260725-5

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Dr. Alexander Dobranowski
Dr. Alexander Dobranowski
416-844-7403

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of business at the next annual meeting of shareholders, subject to the condition that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

MCI OneHealth Technologies Inc.

Corporate name / Dénomination sociale

1260725-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Director / Directeur

2021-01-05

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
MCI OneHealth Technologies Inc.

2 Corporation number
Numéro de la société
1260725-5

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes the minimum and/or maximum number of directors to:
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :
Min. 3 Max. 10

The corporation makes other changes as follows:
La société apporte d'autres changements aux statuts comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
G. Scott Nirenberski
G. Scott Nirenberski
905-960-6717

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

1. to change the minimum and maximum number of directors of the Corporation to a minimum of 3 and maximum of 10;
2. to remove in their entirety the rights, privileges, restrictions and conditions relating to the Class A Subordinate Voting Shares, Class B Multiple Voting Shares and Preferred Shares; and
3. to provide that the rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares, Class B Multiple Voting Shares and Preferred Shares shall be as follows:

1. Class A Subordinate Voting Shares and Class B Multiple Voting Shares

The rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares are:

1.1 ***Dividends; Rights on Liquidation, Dissolution, or Winding-Up.*** The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares, and the Class A Subordinate Voting Shares shall have the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs (the “Rights”). The Class B Multiple Voting Shares shall not be entitled to any Rights. For the avoidance of doubt, holders of Class A Subordinate Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation.

1.2. ***Meetings and Voting Rights.***

1.2.1. Each holder of Class B Multiple Voting Shares and each holder of Class A Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Class B Multiple Voting Share shall entitle the holder thereof to nine (9) votes and each Class A Subordinate Voting Share shall entitle the holder thereof to one (1) vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

- 1.2.2. Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 176(1) of the *Canada Business Corporations Act* (the “Act”). Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 176(1) of the Act unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Class A Subordinate Voting Shares and Class B Multiple Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law.
- 1.3. ***Subdivision or Consolidation.*** No subdivision or consolidation of the Class A Subordinate Voting Shares or the Class B Multiple Voting Shares shall be carried out unless, at the same time, the Class B Multiple Voting Shares or the Class A Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.
- 1.4. ***No Conversion.*** Neither the Class A Subordinate Voting Shares nor the Class B Multiple Voting Shares can be converted into any other class of shares.
- 1.5. ***Conditions of Transfer and Automatic Cancellation.***
 - 1.5.1. The Class B Multiple Voting Shares shall not be transferable, except as part of a Transfer of Class A Subordinate Voting Shares by a holder of Class B Multiple Voting Shares to or from a Permitted Holder on a one-for-one basis.
 - 1.5.2. Subject to paragraph 1.5.1, upon the first date that a Class A Subordinate Voting Share is Transferred by a holder who also owns a Class B Multiple Voting Share (i) to someone other than to a Permitted Holder or (ii) from any such Permitted Holder back to such holder of Class A Subordinate Voting Shares and/or any other Permitted Holder of Class B Multiple Voting Shares, that will cause the holder to hold fewer Class A Subordinate Voting Shares than they hold Class B Multiple Voting Shares, then the number of Class B Multiple Voting Shares held by such holder in excess of the number of Class A Subordinate Voting Shares held by such holder shall automatically be deemed to have been cancelled, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Class B Multiple Voting Shares subject to such cancellation, and cancel or cause the cancellation of the certificate or certificates representing the Class B Multiple Voting Shares so deemed to have been cancelled. If less than all of the Class B Multiple Voting Shares represented by any certificate are automatically cancelled, the holder shall be entitled to receive a new

certificate representing the Class B Multiple Voting Shares represented by the original certificate which have not been cancelled against delivery of such original certificate.

- 1.5.3. In addition, all Class B Multiple Voting Shares, regardless of the holder thereof, will be automatically cancelled if Dr. Sven Grail, Dr. George Christodoulou and Dr. Alex Dobranowski hold less than 5% of the aggregate number of outstanding Class A Subordinate Voting Shares as a group, and upon such occurrence, the authorized and unissued Class B Multiple Voting Shares as a class shall be deleted entirely from the authorized capital of the Corporation, together with the rights, privileges, restrictions and conditions attaching thereto.
- 1.5.4. The Corporation may, from time to time, establish such policies and procedures relating to the cancellation of the Class B Multiple Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Class B Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Multiple Voting Shares. A determination by the Secretary of the Corporation that a Transfer results in a cancellation of a Class B Multiple Voting Share shall be conclusive and binding.
- 1.5.5. For purposes of this subsection 1.5:

“Affiliate” means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

“Members of the Immediate Family” means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

“Permitted Holders” means, in respect a holder of Class B Multiple Voting Shares that is an individual, the Members of the Immediate Family of such individual and any Person controlled, directly or indirectly, by any such holder, and in respect of a holder of Class B Multiple Voting Shares that is not an individual, an Affiliate of that holder;

“Person” means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company;

“Transfer” of a Class A Subordinate Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A “Transfer” shall also include, without limitation, (1) a transfer of a Class A Subordinate Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Class A Subordinate Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a “Transfer”: (a) the grant of a proxy to the Corporation’s officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (b) the pledge of a Class A Subordinate Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Class A Subordinate Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Class A Subordinate Voting Share or other similar action by the pledgee shall constitute a “Transfer”; and

“Voting Control” with respect to a Class A Subordinate Voting Share means the exclusive power (whether directly or indirectly) to vote or direct the voting of such Class A Subordinate Voting Share by proxy, voting agreement or otherwise.

A Person is “controlled” by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and “controls”,

“controlling” and “under common control with” shall be interpreted accordingly.

- 1.6. **Single Class.** Except as otherwise provided above, Class A Subordinate Voting Shares and Class B Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

- 2.1. **Directors' Right to Issue One or More Series.** The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of redemption or purchase, with or without any provision for sinking or similar funds;
- (e) any conversion, exchange or reclassification rights; and
- (f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

- 2.2. **Ranking of Preferred Shares of Each Series.** The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the

Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

- 2.3. ***Voting Rights.*** Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 176 (1) of the Act. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66²/₃% of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66²/₃% of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66²/₃% of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66²/₃% of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

MCI OneHealth Technologies Inc.

Corporate name / Dénomination sociale

1260725-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Raymond Edwards

Director / Directeur

2020-12-30

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale MCI OneHealth Technologies Inc.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social ON
3	The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions None
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 10
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure Not Applicable / Sans objet (2) Details of incorporation Détails de la constitution See attached schedule / Voir l'annexe ci-jointe
8	Other Provisions Autres dispositions None
9	Declaration: I certify that I am a director or an officer of the company continuing into the CBCA. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Alexander Dobranowski

Alexander Dobranowski

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of one class of shares designated as Class A Subordinate Voting Shares, a second class of shares designated as Class B Multiple Voting Shares and an unlimited number of a third class of shares designated as Preferred Shares with the following rights, privileges, restrictions and conditions:

1. Class A Subordinate Voting Shares and Class B Multiple Voting Shares

The rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares are:

1.1 ***Dividends; Rights on Liquidation, Dissolution, or Winding-Up.*** The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares, and the Class A Subordinate Voting Shares shall have the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs (the "Rights"). The Class B Multiple Voting Shares shall not be entitled to any Rights. For the avoidance of doubt, holders of Class A Subordinate Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation.

1.2. ***Meetings and Voting Rights.***

1.2.1. Each holder of Class B Multiple Voting Shares and each holder of Class A Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Class B Multiple Voting Share shall entitle the holder thereof to nine (9) votes and each Class A Subordinate Voting Share shall entitle the holder thereof to one (1) vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

1.2.2. Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the

Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 176(1) of the *Canada Business Corporations Act* (the “Act”). Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 176(1) of the Act unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Class A Subordinate Voting Shares and Class B Multiple Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law.

- 1.3. ***Subdivision or Consolidation.*** No subdivision or consolidation of the Class A Subordinate Voting Shares or the Class B Multiple Voting Shares shall be carried out unless, at the same time, the Class B Multiple Voting Shares or the Class A Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.
- 1.4. ***No Conversion.*** Neither the Class A Subordinate Voting Shares nor the Class B Multiple Voting Shares can be converted into any other class of shares.
- 1.5. ***Automatic Cancellation.***
 - 1.5.1. Upon the first date that a Class Subordinate Voting Share is Transferred by a holder who also owns a Class B Multiple Voting Share to someone other than to a Permitted Holder or from any such Permitted Holder back to such holder of Class A Subordinate Voting Shares and/or any other Permitted Holder of such holder of Class B Multiple Voting Shares, the Class B Multiple Voting Share shall automatically be deemed to have been cancelled, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Class B Multiple Voting Shares subject to such cancellation, and cancel or cause the cancellation of the certificate or certificates representing the Class B Multiple Voting Shares so deemed to have been cancelled. If less than all of the Class B Multiple Voting Shares represented by any certificate are automatically cancelled, the holder shall be entitled to receive a new certificate representing the Class B Multiple Voting Shares represented by the original certificate which have not been cancelled against delivery of such original certificate.
 - 1.5.2. In addition, all Class B Multiple Voting Shares, regardless of the holder thereof, will be automatically cancelled if the holders of the Class B Multiple Voting Shares hold less than 5% of the aggregate number of outstanding Class A Subordinate Voting Shares as a group, and upon such occurrence, the authorized and unissued Class B Multiple Voting Shares as a class shall be deleted entirely from the authorized capital of the

Corporation, together with the rights, privileges, restrictions and conditions attaching thereto.

1.5.3. The Corporation may, from time to time, establish such policies and procedures relating to the cancellation of the Class B Multiple Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Class B Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Multiple Voting Shares. A determination by the Secretary of the Corporation that a Transfer results in a cancellation of a Class B Multiple Voting Share shall be conclusive and binding.

1.5.4. For purposes of this subsection 1.5:

“Affiliate” means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

“Members of the Immediate Family” means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

“Permitted Holders” means, in respect a holder of Class B Multiple Voting Shares that is an individual, the Members of the Immediate Family of such individual and any Person controlled, directly or indirectly, by any such holder, and in respect of a holder of Class B Multiple Voting Shares that is not an individual, an Affiliate of that holder;

“Person” means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company;

“Transfer” of a Class A Subordinate Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A “Transfer” shall also include, without limitation, (1) a transfer of a Class A Subordinate Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Class A Subordinate Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a “Transfer”: (a) the grant of a proxy to the Corporation’s officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (b) the pledge of a Class A Subordinate Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Class A Subordinate Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Class A Subordinate Voting Share or other similar action by the pledgee shall constitute a “Transfer”; and

“Voting Control” with respect to a Class A Subordinate Voting Share means the exclusive power (whether directly or indirectly) to vote or direct the voting of such Class A Subordinate Voting Share by proxy, voting agreement or otherwise.

A Person is “controlled” by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and “controls”, “controlling” and “under common control with” shall be interpreted accordingly.

- 1.6. ***Single Class.*** Except as otherwise provided above, Class A Subordinate Voting Shares and Class B Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

2.1. ***Directors' Right to Issue One or More Series.*** The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of redemption or purchase, with or without any provision for sinking or similar funds;
- (e) any conversion, exchange or reclassification rights; and
- (f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

2.2. ***Ranking of Preferred Shares of Each Series.*** The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these

provisions, over the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

- 2.3. ***Voting Rights.*** Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 176(1) of the Act. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66²/₃% of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66²/₃% of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

Schedule / Annexe
Company History / Historique de l'entreprise

Altima Healthcare Canada Inc. incorporated under the Business Corporations Act (Ontario) on July 18, 2012.

Altima Healthcare Canada Inc. changed its name to MCI Brighthouse Inc. on August 27, 2020.

MCI Brighthouse Inc. changed its name to MCI Brighthouse Technologies Inc. on September 14, 2020

MCI Brighthouse Technologies Inc. changed its name to MCI OneHealth Technologies Inc. on December 2, 2020.



Ontario
CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

2335767

DECEMBER 23 DÉCEMBRE, 2020

Barbara Dackitt

(17)

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

M	C	I		O	N	E	H	E	A	L	T	H		T	E	C	H	N	O	L	O	G	I	E	S		I	N	C

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)

Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion :

2012,07,18

(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.

Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are:

minimum and maximum number of directors is/are:

Nombre d'administrateurs :

nombres minimum et maximum d'administrateurs :

Number

minimum and maximum

Nombre

minimum et maximum

or
ou

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5. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante :

The annexed pages 1A to 1G are incorporated into this form.

1. to create an unlimited number of shares of one class designated as Class A Subordinate Voting Shares;
2. to create an unlimited number of shares of one class designated as Class B Multiple Voting Shares;
3. to create an unlimited number of shares of one class designated as Preferred Shares;
4. to change the 210.5 issued and outstanding common shares of the Corporation into 40,000,000 Class A Subordinate Voting Shares and 40,000,000 Class B Multiple Voting Shares;
5. to cancel the classes of shares designated as common shares and Preference Shares and delete the rights, privileges, restrictions and conditions thereto;
6. to provide that, after giving effect to the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of one class of shares designated as Class A Subordinate Voting Shares and a second class of shares designated as Class B Multiple Voting Shares and an unlimited number of a third class of shares designated as Preferred Shares;
7. to delete Article 8 of the Articles of Incorporation in its entirety and substitute therefor the following:

“None”.
8. to delete Articles 9 of the Articles of Incorporation in its entirety and substitute therefor the following:

“None”.
9. to provide that the rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares, Class B Multiple Voting Shares and Preferred Shares shall be as follows:

1. Class A Subordinate Voting Shares and Class B Multiple Voting Shares

The rights, privileges, restrictions and conditions attaching to the Class A Subordinate Voting Shares and the Class B Multiple Voting Shares are:

- 1.1 ***Dividends; Rights on Liquidation, Dissolution, or Winding-Up.*** The Class A Subordinate Voting Shares and the Class B Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares and the Class B Multiple Voting

Shares, and the Class A Subordinate Voting Shares shall have the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs (the "Rights"). The Class B Multiple Voting Shares shall not be entitled to any Rights. For the avoidance of doubt, holders of Class A Subordinate Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Class A Subordinate Voting Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation.

1.2. ***Meetings and Voting Rights.***

1.2.1. Each holder of Class B Multiple Voting Shares and each holder of Class A Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Class B Multiple Voting Share shall entitle the holder thereof to nine (9) votes and each Class A Subordinate Voting Share shall entitle the holder thereof to one (1) vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

1.2.2. Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 170(1) of the *Business Corporations Act* (Ontario) (the "Act"). Neither the holders of the Class B Multiple Voting Shares nor the holders of the Class A Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 170(1) of the Act unless such exchange, reclassification or cancellation: (a) affects only the holders of that class; or (b) affects the holders of Class A Subordinate Voting Shares and Class B Multiple Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law.

1.3. ***Subdivision or Consolidation.*** No subdivision or consolidation of the Class A Subordinate Voting Shares or the Class B Multiple Voting Shares shall be carried out unless, at the same time, the Class B Multiple Voting Shares or the Class A

Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

1.4. ***No Conversion.*** Neither the Class A Subordinate Voting Shares nor the Class B Multiple Voting Shares can be converted into any other class of shares.

1.5. ***Automatic Cancellation.***

1.5.1. Upon the first date that a Class Subordinate Voting Share is Transferred by a holder who also owns a Class B Multiple Voting Share to someone other than to a Permitted Holder or from any such Permitted Holder back to such holder of Class A Subordinate Voting Shares and/or any other Permitted Holder of such holder of Class B Multiple Voting Shares, the Class B Multiple Voting Share shall automatically be deemed to have been cancelled, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Class B Multiple Voting Shares subject to such cancellation, and cancel or cause the cancellation of the certificate or certificates representing the Class B Multiple Voting Shares so deemed to have been cancelled. If less than all of the Class B Multiple Voting Shares represented by any certificate are automatically cancelled, the holder shall be entitled to receive a new certificate representing the Class B Multiple Voting Shares represented by the original certificate which have not been cancelled against delivery of such original certificate.

1.5.2. In addition, all Class B Multiple Voting Shares, regardless of the holder thereof, will be automatically cancelled if the holders of the Class B Multiple Voting Shares hold less than 5% of the aggregate number of outstanding Class A Subordinate Voting Shares as a group, and upon such occurrence, the authorized and unissued Class B Multiple Voting Shares as a class shall be deleted entirely from the authorized capital of the Corporation, together with the rights, privileges, restrictions and conditions attaching thereto.

1.5.3. The Corporation may, from time to time, establish such policies and procedures relating to the cancellation of the Class B Multiple Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Class B Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Multiple Voting Shares. A determination by the Secretary of the Corporation that a Transfer results in a cancellation of a Class B Multiple Voting Share shall be conclusive and binding.

1.5.4. For purposes of this subsection 1.5:

“Affiliate” means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

“Members of the Immediate Family” means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

“Permitted Holders” means, in respect a holder of Class B Multiple Voting Shares that is an individual, the Members of the Immediate Family of such individual and any Person controlled, directly or indirectly, by any such holder, and in respect of a holder of Class B Multiple Voting Shares that is not an individual, an Affiliate of that holder;

“Person” means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company;

“Transfer” of a Class A Subordinate Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A “Transfer” shall also include, without limitation, (1) a transfer of a Class A Subordinate Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Class A Subordinate Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a “Transfer”: (a) the grant of a proxy to the Corporation’s officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or

special meeting of shareholders; or (b) the pledge of a Class A Subordinate Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Class A Subordinate Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Class A Subordinate Voting Share or other similar action by the pledgee shall constitute a "Transfer"; and

"Voting Control" with respect to a Class A Subordinate Voting Share means the exclusive power (whether directly or indirectly) to vote or direct the voting of such Class A Subordinate Voting Share by proxy, voting agreement or otherwise.

A Person is "controlled" by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

- 1.6. **Single Class.** Except as otherwise provided above, Class A Subordinate Voting Shares and Class B Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

- 2.1. **Directors' Right to Issue One or More Series.** The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions,

privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of redemption or purchase, with or without any provision for sinking or similar funds;
- (e) any conversion, exchange or reclassification rights; and
- (f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

2.2. ***Ranking of Preferred Shares of Each Series.*** The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class B Multiple Voting Shares, the Class A Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

2.3. ***Voting Rights.*** Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting. The holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions

attached to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on any proposal to amend the articles of the Corporation referred to in paragraph (a), (b) or (e) of subsection 170(1) of the Act. In the event of any meeting of the holders of Preferred Shares, or any series thereof, each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held. Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than $66\frac{2}{3}\%$ of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than $66\frac{2}{3}\%$ of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares. Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2020, 12,23

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

MCI ONEHEALTH TECHNOLOGIES INC.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

George Christodoulou

Director

(Description of Office)
(Fonction)

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2020, 12,01

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

MCI Brighthouse Technologies Inc.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

George Christodoulou

Director

(Description of Office)
(Fonction)

Ministry of Government
and Consumer Services
Ontario
CERTIFICATE
This is to certify that these
articles are effective on

Ministère des Services
gouvernementaux et des
Services aux consommateurs
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

2335767

SEPTEMBER 14 SEPTEMBRE, 2020

Barbara Jackitt (17)
Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

- 1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

M	C	I		B	R	I	G	H	T	H	E	A	L	T	H								

- 2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

M	C	I		B	R	I	G	H	T	H	E	A	L	T	H		T	E	C	H	N	O	L	O	G	I	E	S	
I	N	C	.																										

- 3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :
2012/07/18

(Year, Month, Day)
(année, mois, jour)

- 4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: minimum and maximum number of directors is/are:
Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum
Nombre minimum et maximum

 or

 ou

- 5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

The name of the corporation shall be changed to MCI Brighthouse Technologies Inc.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2020/09/11

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

MCI BRIGHTHEALTH INC.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

President

(Description of Office)
(Fonction)

2335767



Ontario
CERTIFICATE
This is to certify that these articles
are effective on



CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

AUGUST 27 AOÛT, 2020

Barbara Mackillop

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

A	L	T	I	M	A		H	E	A	L	T	H	C	A	R	E		C	A	N	A	D	A		I	N	C	.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

M	C	I		B	R	I	G	H	T	H	E	A	L	T	H		I	N	C	.

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :
2012/07/18
(Year, Month, Day)
(année, mois, jour)

4. **Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.**

Number of directors is/are: minimum and maximum number of directors is/are:
Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum
Nombre minimum et maximum

or

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

The name of the corporation shall be changed to MCI Brighthouse Inc.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2020/08/20

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Altima Healthcare Canada Inc.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

President

(Description of Office)
(Fonction)

Request ID: 014445174
Demande n°:
Transaction ID: 048241784
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2012/07/18
Document produit le:
Time Report Produced: 11:50:29
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

ALTIMA HEALTHCARE CANADA INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002335767

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
effective on

Les présents statuts constitutifs
entrent en vigueur le

JULY 18 JUILLET, 2012



Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

2335767

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
ALTIMA HEALTHCARE CANADA INC.

2. The address of the registered office is: *Adresse du siège social:*

c/o AMEET SHARMA
1 YORKDALE Suite 320

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

TORONTO
CANADA
(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

ONTARIO
M6A3A1
(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 10

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Resident Canadian <i>Résident Canadien</i>	State Yes or No <i>Oui/Non</i>
Address for service, giving Street & No. or R.R. No., Municipality and Postal Code	Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal	

* SVEN YES
GRAIL

3 FIFESHIRE ROAD

TORONTO ONTARIO
CANADA M2L 2G4

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

2335767

* GEORGE
CHRISTODOULOU

YES

- 11 TUDOR GATE

TORONTO ONTARIO
CANADA M2L 1N3

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

2335767

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

There are no restrictions on the business the Corporation may carry on or on powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The authorized capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of Preference Shares.

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Numéro de la compagnie en Ontario

14445174

2335767

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

Preference Shares

The Preference Shares shall have attached to them the following rights, privileges, restrictions and conditions:

(a) **Non-Cumulative Preferential Dividends:** The registered holders of the Preference Shares shall be entitled to receive and the Corporation shall pay, as and when declared by the directors in any financial year as the directors may by resolution determine, out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends at the rate of up to 5% per annum on the amount paid up per Preference Share and payable rateably per share. The Corporation shall not declare or pay or set apart for payment any dividends on any other shares or classes of shares until all dividends declared on the Preference Shares then issued and outstanding have been paid in full.

(b) **Participation in Assets on Dissolution:** Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the registered holders of the Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the amount in the stated capital account maintained for the Preference Shares and any dividends declared thereon and unpaid, payable rateably per share.

(c) **Redemption of Preference Shares:** Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, the Corporation, upon giving notice as provided in this paragraph, may redeem the whole or any part of the Preference Shares on payment, for each share to be redeemed, of a price per share equal to the amount in the stated capital account maintained for the Preference Shares together with all dividends declared thereon and unpaid divided by the number of issued Preference Shares outstanding immediately prior to giving effect to such redemption. Not less than 30 days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed specifying the price, the number of shares held by the registered holder which are to be redeemed and the date and place or places of redemption. In case a part only of the then outstanding Preference Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. If such notice has been given by the Corporation and an amount sufficient to redeem such shares has been deposited with any trust company or chartered bank in Canada, as specified in the notice, the holders of such shares shall thereafter have no

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Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

2335767

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

rights against the Corporation in respect of the shares except, upon the surrender of the certificates (if any) for such shares, to receive payment for the redemption of the shares out of the moneys so deposited. Any interest allowed on any such deposit shall belong to the Corporation. Subject to applicable law, moneys so deposited which have not been claimed within six years after the date of their deposit shall be returned to and thereafter belong to the Corporation.

(d) **No Voting Rights:** Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, the holders of the Preference Shares, as such, shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The registered holders of the Preference Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184 (3) of the Business Corporations Act as amended or re-enacted from time to time.

Common Shares

The Common Shares shall have attached to them the following rights, privileges, restrictions and conditions:

(a) **Dividends:** Subject to the prior rights attaching to the Preference Shares, the registered holders of the Common Shares shall be entitled to receive and the Corporation shall pay, any dividend declared by the directors, as and when declared by the directors in any financial years as the directors may by resolution determine, out of the moneys of the Corporation properly applicable to the payment of dividends.

(b) **Participation in Assets on Dissolution:** Subject to the prior rights attaching to the Preference Shares, the registered holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(c) **Voting Rights:** The holder of a Common Share shall be entitled to one (1) vote for each Common Share held (in person or by proxy), at any meeting of shareholders of the Corporation (other than meetings of the holders of another class of shares).

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Numéro de la compagnie en Ontario

14445174

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

No shares of the Corporation shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed by a majority of the board of directors or by an instrument or instruments in writing signed by all of the directors then in office

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Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

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9. Other provisions, (if any, are):

Autres dispositions, s'il y a lieu:

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50. Two or more persons who are the joint registered owners of one or more shares shall be counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(c) Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, the directors of the Corporation may, without authorization of the shareholders:

- i) borrow money on the credit of the Corporation;
- ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- v) by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer of the Corporation.

Nothing in this paragraph (c) shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

(d) Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, and the provisions above, the Corporation may at any time purchase or otherwise acquire all or any part of the Preference Shares or all or any part of the Common Shares.

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Ontario Corporation Number
Numéro de la compagnie en Ontario

14445174

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10. The names and addresses of the incorporators are

Nom et adresse des fondateurs

First name, initials and last name or corporate name Prénom, initiale et nom de famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code

Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

* AMEET SHARMA
1 YORKDALE Suite 320
TORONTO ONTARIO
CANADA M6A 3A1

Name of Corporation
ALTIMA HEALTHCARE CANADA INC.

Ontario Corporation Number
2335767

Request ID
14445174

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name
AMEET

Last Name
SHARMA

Name of Law Firm

ADDRESS

Street #
YORKDALE

Street Name

Suite #

Additional Information

City
Toronto

Province
ONTARIO

Country
CANADA

Postal Code
M6A 3A1

TELEPHONE #: 416-785-1828

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)
ALTIMA HEALTHCARE CANADA INC.

NUANS Reservation Reference #
106437724

Date of NUANS Report
2012/07/18