



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

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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.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

MCI OneHealth Technologies Inc.

2 Address of registered office
Adresse du siège social

1 Yorkdale Road, Suite 320
Toronto ON M6A 3A1

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
George Christodoulou	1 Yorkdale Road, Suite 320, Toronto ON M6A 3A1, Canada	Yes / Oui
Sven Grail	1 Yorkdale Road, Suite 320, Toronto ON M6A 3A1, Canada	Yes / Oui
Alexander Dobranowski	1 Yorkdale Road, Suite 320, Toronto ON M6A 3A1, Canada	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Alexander Dobranowski

Alexander Dobranowski
905-966-5281

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.