

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>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</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Francis Shen	27 Cluny Drive Toronto, ON M4W 2P9	Yes
Barry Tissenbaum	99 Avenue Road, Suite 808 Toronto, ON M5R 2G5	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

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The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionnent ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

☒

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Vitalhub Corp.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Vitalhub Corp.	1965822	2019	07	31
926315 Ontario Inc.	926315	2019	07	31
Roxy Software Inc.	1422021	2019	07	31
1710236 Ontario Inc.	1710236	2019	07	31
1710238 Ontario Inc.	1710238	2019	07	31
1710213 Ontario Inc.	1710213	2019	07	31
B Sharp Technologies Inc.	1616610	2019	07	31

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
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H.I.Next Inc.	1253259	2019 / 07 / 31
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6. 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 société.

None

7. 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 société est autorisée à émettre :

An unlimited number of common shares

8. 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 qui peut être émise en série :

N/A

9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :

N/A

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

N/A

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

Vitalhub Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

926315 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

Roxy Software Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

1710213 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

1710236 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

1710238 Ontario Inc.

Names of Corporations / *Dénomination sociale des sociétés*By / *Par*

Signature / *Signature*

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / *Fonction*

B Sharp Technologies Inc.

Names of Corporations / *Dénomination sociale des sociétés*By / *Par*

Signature / *Signature*


Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / *Fonction*

H.I.Next Inc.

Names of Corporations / *Dénomination sociale des sociétés*By / *Par*

Signature / *Signature*

Brian Goffenberg

Print name of signatory /
Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / *Fonction*Names of Corporations / *Dénomination sociale des sociétés*By / *Par*Signature / *Signature*Print name of signatory /
*Nom du signataire en lettres moulées*Description of Office / *Fonction*Names of Corporations / *Dénomination sociale des sociétés*By / *Par*Signature / *Signature*Print name of signatory /
*Nom du signataire en lettres moulées*Description of Office / *Fonction*

SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

The undersigned, Daniel Matlow, of the City of Toronto, Province of Ontario, hereby certifies and states as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the Chief Executive Officer of each of Vitalhub Corp., 926315 Ontario Inc., Roxy Software Inc., 1710236 Ontario Inc., 1710213 Ontario Inc., 1710238 Ontario Inc., B Sharp Technologies Inc. and H.I.Next Inc. (hereinafter collectively called the “**Amalgamating Corporations**”), and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED the 1st day of August, 2019.



Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
VITALHUB CORP.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of 926315 Ontario Inc. (“**926**”), Roxy Software Inc. (“**Roxy**”), 1710236 Ontario Inc. (“**0236**”), 1710213 Ontario Inc. (“**0213**”), and 1710238 Ontario Inc. (“**0238**”) are owned by the Corporation;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by 926 and the Corporation;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by 0236, 0238, 0213 and the Corporation;

AND WHEREAS the Corporation desires to amalgamate with 926, Roxy, 0236, 0213, 0238, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with 926, Roxy, 0236, 0213, 0238, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of the Corporation.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of 926, Roxy, 0236, 0213, 0238, H.I. Next and B Sharp shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of Vitalhub Corp., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.



Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
926315 ONTARIO INC.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. (“**Roxy**”), 1710236 Ontario Inc. (“**0236**”), 1710213 Ontario Inc. (“**0213**”), and 1710238 Ontario Inc. (“**0238**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by the Corporation and Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by 0236, 0238, 0213 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 0236, 0213, 0238, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, 926, 0236, 0213, 0238, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of

amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of 926315 Ontario Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.

A handwritten signature in black ink, appearing to read 'D. Matlow', is written above a horizontal line.

Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
ROXY SOFTWARE INC.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of 926315 Ontario Inc. (“**926**”), 1710236 Ontario Inc. (“**0236**”), 1710213 Ontario Inc. (“**0213**”), and 1710238 Ontario Inc. (“**0238**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by 926 and Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by 0236, 0238, 0213 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, 926, 0236, 0213, 0238, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

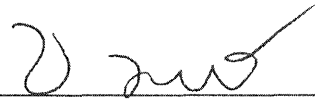
NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, 926, 0236, 0213, 0238, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of

amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of Roxy Software Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.

A handwritten signature in black ink, appearing to read 'D. Matlow', is written above a horizontal line.

Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
1710236 ONTARIO INC.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. (“**Roxy**”), 926315 Ontario Inc. (“**926**”), 1710213 Ontario Inc. (“**0213**”), and 1710238 Ontario Inc. (“**0238**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by 926 and Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by the Corporation, 0238, 0213 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 926, 0213, 0238, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, Roxy, 926, 0213, 0238, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of

amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of 1710236 Ontario Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.

A handwritten signature in black ink, appearing to read 'D. Matlow', is written above a horizontal line.

Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
1710238 ONTARIO INC.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. (“**Roxy**”), 926315 Ontario Inc. (“**926**”), 1710213 Ontario Inc. (“**0213**”), and 1710236 Ontario Inc. (“**0236**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by 926 and Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by the Corporation, 0236, 0213 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 926, 0213, 0236, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, Roxy, 926, 0213, 0236, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of

amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of 1710238 Ontario Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.

A handwritten signature in black ink, appearing to read 'Daniel Matlow', is written over a horizontal line.

Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
1710213 ONTARIO INC.
(the “Corporation”)

“AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. (“**Roxy**”), 926315 Ontario Inc. (“**926**”), 1710238 Ontario Inc. (“**0238**”), and 1710236 Ontario Inc. (“**0236**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. (“**H.I. Next**”) are owned by 926 and Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by the Corporation, 0236, 0238 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, H.I. Next and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, H.I. Next and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of

amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of 1710213 Ontario Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.



Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
B SHARP TECHNOLOGIES INC.
(the "Corporation")

"AMALGAMATION"

WHEREAS all of the issued and outstanding shares of the Corporation are owned by Vitalhub Corp. ("**Vitalhub**"), 1710213 Ontario Inc. ("**0213**"), 1710236 Ontario Inc. ("**0236**") and 1710238 Ontario Inc. ("**0238**");

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. ("**Roxy**"), 926315 Ontario Inc. ("**926**"), 0238, 0213 and 0236 are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of H.I.Next Inc. ("**H.I. Next**") are owned by 926 and Vitalhub;

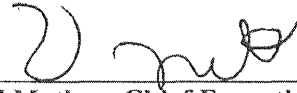
AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, 0213, and H.I. Next, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, 0213 and H.I. Next as Vitalhub Corp. (the "**Amalgamated Corporation**").
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing."

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of B Sharp Technologies Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.

A handwritten signature in black ink, appearing to read 'D. Matlow', is written above a horizontal line.

Daniel Matlow, Chief Executive Officer

SCHEDULE B
CERTIFIED COPY
OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
H.I.NEXT INC.
(the “**Corporation**”)

“AMALGAMATION”

WHEREAS all of the issued and outstanding shares of the Corporation are owned by 926315 Ontario Inc. (“**926**”) and Vitalhub Corp. (“**Vitalhub**”);

AND WHEREAS all of the issued and outstanding shares of Roxy Software Inc. (“**Roxy**”), 926, 1710238 Ontario Inc. (“**0238**”), 1710213 Ontario Inc. (“**0213**”), 1710236 Ontario Inc. (“**0236**”) are owned by Vitalhub;

AND WHEREAS all of the issued and outstanding shares of B Sharp Technologies Inc. (“**B Sharp**”) are owned by 0236, 0238, 0213 and Vitalhub;

AND WHEREAS the Corporation desires to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, 0213, and B Sharp, pursuant to the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to amalgamate with Vitalhub, Roxy, 926, 0238, 0236, 0213, and B Sharp as Vitalhub Corp. (the “**Amalgamated Corporation**”).
2. The articles of amalgamation shall be the same as the articles of Vitalhub.
3. Effective upon the endorsement of the certificate of amalgamation on the articles of amalgamation, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Vitalhub.
6. Any one of the directors or officers of the Corporation is hereby authorized to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver articles of amalgamation and all such other documents and instruments that may be necessary or desirable to give effect to the foregoing.”

CERTIFIED to be a true copy of resolutions duly adopted by the board of directors of H.I.Next Inc., which resolutions are in full force and effect, unamended, as of the date and year first above written.

DATED the 1st day of August, 2019.



Daniel Matlow, Chief Executive Officer

Ministry of Government
and Consumer Services

Ministère des Services
gouvernementaux et des
Services aux consommateurs

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

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

5019274

JANUARY 03 JANVIER, 2020

Barbara Luckitt

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) :

[illegible]

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) :

[illegible]

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :

2019/08/01

(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	<u>minimum</u>	and	<u>maximum</u>
Nombre	<u>minimum</u>	et	<u>maximum</u>

□

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 :

by consolidating the Common Shares of the Corporation on the basis of one (1) post-consolidation Common Share for every ten (10) pre-Consolidation Common Shares.

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

2019/06/27

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

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

VITALHUB CORP.

(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)

Dan Matlow

Chief Executive Officer

(Description of Office)
(Fonction)