

MCI ONEHEALTH TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT the annual general and special meeting (the “**Meeting**”) of the shareholders of MCI Onehealth Technologies Inc. (the “**Company**”) will be held on Thursday, September 21, 2023, at 11:00 a.m. Toronto-time at 60 Adelaide St. E., 10th Floor, Toronto, Ontario, M5C 3E4. At the Meeting, registered shareholders and duly appointed proxyholders will have the opportunity to ask questions and vote on matters properly brought before the Meeting.

The Meeting is being held for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the financial years ended December 31, 2022 and 2021, together with the report of the auditors thereon, and the condensed interim consolidated financial statement of the Company for the three- and six-months ended June 30, 2023 and 2022;
2. to fix the number of directors of the Company at five (5) and to elect the directors of the Company for the ensuing year;
3. to re-appoint BDO Canada LLP as the auditors of the Company to hold office until the next annual general meeting of shareholders and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider and, if deemed appropriate, approve the rolling 10% cap on the number of Class A Subordinate Voting Shares of the Company that may be allocated to equity incentive grants under the Company’s equity incentive plan dated December 22, 2020 (the “**Equity Incentive Plan**”);
5. to consider and, if deemed appropriate, authorize the board of directors of the Company to amend, or to cancel and reissue, certain options held by insiders of the Company that are presently outstanding under the Company’s Equity Incentive Plan to reduce their exercise prices and increase their term beyond their original expiry dates, including pursuant to Section 613(i) of the Toronto Stock Exchange Company Manual;
6. to consider and, if deemed appropriate, authorize the Company, including pursuant to Sections 604, 607(e) and 607(g)(i) of the Toronto Stock Exchange Company Manual, to participate in a strategic transaction (the “**Transaction**”) with WELL Health Technologies Corp. (“**WELL**”) pursuant to which, among other things, the Company will (a) complete a convertible debenture unit financing to raise between \$7,500,000 and \$10,000,000; (b) facilitate the sale of a significant portion of the clinical assets held by the Company’s wholly-owned subsidiary, MCI Medical Clinics Inc., to a wholly-owned subsidiary of WELL; (c) execute on a debt resolution and acknowledgement agreement providing for the resolution of its outstanding secured credit facility with The First Canadian Wellness Co. Inc. in the aggregate principal amount of up to \$8,500,000; (d) enter into a call option agreement among WELL and certain third parties which may result in a change in control of the Company; (e) enter into an investor rights agreement granting WELL board nomination rights, a pre-emptive right, registration and qualification rights; and (f) enter into a number of ancillary and related agreements with respect to the foregoing;
7. to consider and, if deemed appropriate, authorize the Company, in connection with the Transaction, to file articles of amendment to effect a consolidation of its Class A Subordinate Voting Shares and Class B Multiple Voting Shares;
8. to consider and, if deemed appropriate, authorize the Company, in connection with the Transaction, to file articles of amendment to amend the terms of the Class B Multiple Voting Shares to facilitate their transfer to WELL;
9. to consider and, if deemed appropriate, authorize the Company to file articles of amendment to change the name of the Company from “MCI Onehealth Technologies Inc.” to such other name as the board of directors of the Company may determine;

10. to consider and, if deemed appropriate, authorize Dr. Sven Grail and Dr. George Christodoulou and their permitted transferees, under Section 3.2 of Ontario Security Commission Rule 56-501, to grant the call option noted in matter 6(d) above and to make one or more distributions of their respective Class A Subordinate Voting Shares pursuant to applicable prospectus exemptions to facilitate the completion of the Transaction and their divestiture of any residual Class A Subordinate Voting Shares; and
11. to approve such other matters and transact such other business as may be properly brought before the Meeting or any adjournment of the Meeting.

Capitalized terms not defined in this Notice are defined in the accompanying Management Information Circular. In general, the Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on August 16, 2023 (the “**Record Date**”). Only persons registered as shareholders of the Company as of the close of business on the Record Date are entitled to receive notice of the Meeting.

DATED this 21st day of August, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Dr. Alexander Dobranowski*”

Dr. Alexander Dobranowski
Chief Executive Officer

Shareholders who are unable to attend the Meeting are requested to date, sign and return the accompanying instrument of proxy (the “Instrument of Proxy”), or other appropriate form of proxy, in accordance with the instructions set forth in the Instrument of Proxy (or other form of proxy) and the accompanying Management Information Circular. Shareholders who hold both Class A Subordinate Voting Shares and Class B Multiple Voting Shares are required to complete two separate Instruments of Proxy, one for each class of share. An Instrument of Proxy will not be valid unless it is properly executed and deposited at the offices of Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada, no later than 11:00 a.m. (Toronto time) on Tuesday, September 19, 2023, or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the adjourned or postponed meeting. A person appointed as proxyholder need not be a shareholder of the Company. The time limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his sole discretion, without notice.

A proxyholder has discretion under the accompanying form of proxy in respect of amendments or variations to matters identified in this Notice and with respect to other matters that may properly come before the Meeting, or any adjournment(s) or postponement(s) thereof. As of the date hereof, management of the Company know of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice.

If you are a non-registered shareholder of the Company and received this Notice and accompanying materials through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

Only shareholders of record at the close of business on the Record Date are entitled to vote such shares at the Meeting on the basis of one (1) vote per Class A Subordinate Voting Share held and nine (9) votes per Class B Multiple Voting Share held.