

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on September 21, 2023

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 11:00 a.m. (Toronto time) on Tuesday, September 19, 2023.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of MCI Onehealth Technologies Inc. (the "Corporation") hereby appoint: Alexander Dobranowski, or failing this person, Scott Nirenberski, or failing this person, Dr. Sven Grail, or failing this person, Dr. George Christodoulou (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at 60 Adelaide Street East, 10th Floor, Toronto, Ontario M5C 3E4, on September 21, 2023 at 11:00 a.m. (Toronto time), and at any adjournment or postponement thereof (the "Meeting").

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Number of Directors

To set the number of Directors at five (5).

For **Against**

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Dr. Alexander Dobranowski

02. Kingsley Ward

03. Anthony Lacavera

04. Bashar Al-Rehany

05. Dr. Robert Francis

For **Withhold**

3. Appointment of Auditors

Appointment of BDO Canada LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. Equity Incentive Plan Resolution

BE IT RESOLVED THAT:

- the Corporation's equity incentive plan dated December 22, 2020, which provides for a rolling cap on the number of Class A Subordinate Voting Shares that may be issued pursuant to equity incentives granted under the plan equal to 10% of the total number of issued and outstanding Class A Subordinate Voting Shares, from time to time, and all unallocated options, rights or other entitlements thereunder, are hereby ratified, approved and confirmed;
- the Corporation shall seek further ratification and approval of the rolling cap and unallocated options, rights or other entitlements under the plan by no later than August 31, 2026; and
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions.

For **Against**

5. Option Amendment Resolution

- the board of directors of the Corporation is hereby authorized, pursuant to Section 613(i) of the TSX Company Manual and Section 12.3 of the Corporation's Equity Incentive Plan dated December 22, 2020 (the "Plan") to amend the terms of the options for Class A Subordinate Voting Shares of the Corporation presently outstanding under the Plan held by Alexander Dobranowski and G. Scott Nirenberski (the "Options") to reduce their exercise prices to a price no less than the Market Value (as defined in the Plan) on the date of amendment and to extend the terms of the Options to a date no later than five years from the date of amendment;
- the amendments described in these resolutions (a) must be implemented by no later than December 31, 2023, and (b) may be implemented through a cancellation and re-issuance of the Options, in the discretion of the board of directors of the Corporation;
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the amendments to the Plan; and
- notwithstanding that these resolutions have been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized and empowered, without further approval of the shareholders, to postpone or refrain from proceeding with any of the matters authorized herein, either as a whole or with respect only to particular Option holders, or to otherwise give effect to these resolutions.

6. Strategic Transaction with WELL Health Technologies Corp. (Transaction Approval Resolution)

BE IT RESOLVED THAT:

- the Transaction and the Definitive Agreements (as those terms are defined in the Management Information Circular of the Corporation dated August 21, 2023) and any other ancillary or related agreements are hereby ratified, approved and confirmed, including without limitation with respect to the shareholder approval requirements under Sections 607(e) and 607(g)(i) of the TSX Company Manual for the issuance of securities below the minimum permitted price and the issuance of securities in excess of 25% of the total number of issued and outstanding securities;
- the Corporation is authorized to enter into and perform its obligations under the Definitive Agreements and to complete the Transaction on substantially the terms set out in the Definitive Agreements, subject to such changes as may be approved by any one director or officer of the Corporation;
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the Definitive Agreements and the Transaction; and
- notwithstanding that these resolutions have been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized and empowered, without further approval of the shareholders, to postpone or refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

7. Strategic Transaction with WELL Health Technologies Corp. (Change of Control Resolution)

BE IT RESOLVED THAT:

- the Offering and the Call Option Agreement (as those terms are defined in the Management Information Circular of the Corporation dated August 21, 2023) and any other ancillary or related agreements are hereby approved, including without limitation with respect to the creation of WELL Health Technologies Corp. as a new control person of the Corporation pursuant to Section 604(a)(i) of the TSX Company Manual.

8. Name Change Resolution

BE IT RESOLVED THAT:

- the Corporation is authorized to file articles of amendment to change the name of the Corporation from "MCI Onehealth Technologies Inc." to a name to be determined by the board of directors of the Corporation, in their discretion;
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and
- notwithstanding that this resolution has been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized and empowered, without further approval of the shareholders, to postpone or refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

9. Share Consolidation Resolution

BE IT RESOLVED THAT:

- the Corporation is authorized to alter or amend its articles to effect a consolidation of its Class A Subordinate Voting Shares and Class B Multiple Voting Shares (collectively, the "Shares") up to a maximum consolidation ratio of 10 pre-consolidation Shares to 1 post-consolidation Share, with the exact consolidation ratio to be fixed by resolution of the board of directors of the Corporation;
- any fractional Shares of the Corporation that would arise as a result of the consolidation shall be rounded down to the nearest whole Share;
- the Corporation is authorized to amend any warrants, convertible securities or equity incentives, including options, restricted share units and deferred share units, to adjust the number of Shares to be issued under such securities and the exercise or conversion price (if applicable) to reflect the consolidation of the Shares;
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and
- notwithstanding that these resolutions have been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized and empowered, without further approval of the shareholders, to postpone or refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

10. Class B Multiple Voting Share Terms Resolution

BE IT RESOLVED THAT:

- the Corporation is authorized to alter or amend its articles to affect an amendment of the attributes of the Class B Multiple Voting Shares on substantially the terms set out in Schedule "B" of the Management Information Circular of the Corporation dated August 21, 2023;
- any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and
- notwithstanding that these resolutions have been passed by the shareholders of the Corporation, the board of directors of the Corporation is hereby authorized and empowered, without further approval of the shareholders, to postpone or refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

11. Control Person Distribution Resolution

BE IT RESOLVED THAT:

- Sven Grail and George Christodoulou, and any entity they control which is a "Permitted Transferee" under the Call Option Agreement (as that term is defined in the Management Information Circular of the Corporation dated August 21, 2023, the "Circular"), are hereby authorized pursuant to Section 3.2 of OSC Rule 56-501 - Restricted Shares to grant the Call Option (as defined in the Circular) and complete one or more distributions of some or all of their Class A Subordinate Voting Shares in reliance on available prospectus exemptions under applicable securities law.

Signature(s)

Date

Signature of Proxyholder

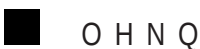
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

MM / DD / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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