ARTICLES OF AMALGAMATION

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

   VITAL HUB CORP.

2. The address of the registered office is:

   480 University Avenue, Suite 1001
   Toronto, ON M5G 1V2

3. Number of directors is:  Fixed number OR minimum and maximum

   Name of Municipality or Post Office:
   Toronto

   OR minimum et maximum

   Name of Municipality or Post Office:
   Toronto

4. The director(s) is/are:  Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code

   First name, middle names and surname
   Prénom, autres prénoms et nom de famille

   Resident Canadian State 'Yes' or 'No'
   Oui/Non

   Roger Dent 7 Wychwood Park
   Yes
   Toronto, ON M6G 2V5

   Daniel Matlow 38 Millcroft Way, Thornhill, Ontario, Canada L4J 6N9
   Yes

   Steve Garrington 34-40 Union Street, Suite 10
   No
   McMahons Point, NSW, Australia 2060

   Chris Schnarr 1949 Lenhardt Drive
   Yes
   Mississauga, ON L5J 2J1
<table>
<thead>
<tr>
<th>First name, Initials and Surname</th>
<th>Address for service, giving Street &amp; No. or R.R. No., Municipality and Postal Code.</th>
<th>Resident Canadian State Yes or No Résident Canadien Oui/Non</th>
</tr>
</thead>
</table>
| 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:

☐ A

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 fusionne 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

or

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:

☒ B

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 Vitalhub Corp.

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

<table>
<thead>
<tr>
<th>Names of amalgamating corporations</th>
<th>Ontario Corporation Number</th>
<th>Date of Adoption/Approval</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dénomination sociale des sociétés qui fusionnent</td>
<td>Numéro de la société en Ontario</td>
<td>Date d'adoption ou d'approbation</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Year</td>
</tr>
<tr>
<td>Vitalhub Corp.</td>
<td>1965822</td>
<td>2019</td>
</tr>
<tr>
<td>926315 Ontario Inc.</td>
<td>926315</td>
<td>2019</td>
</tr>
<tr>
<td>Roxy Software Inc.</td>
<td>1422021</td>
<td>2019</td>
</tr>
<tr>
<td>1710236 Ontario Inc.</td>
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<td>2019</td>
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<tr>
<td>1710213 Ontario Inc.</td>
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<td>2019</td>
</tr>
<tr>
<td>B Sharp Technologies Inc.</td>
<td>1616610</td>
<td>2019</td>
</tr>
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<td>Ontario Corporation Number</td>
<td>Date of Adoption/Approval</td>
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</tr>
<tr>
<td>Dénomination sociale des compagnies qui fusionnent</td>
<td>Numéro de la compagnie en Ontario</td>
<td>Date d'adoption ou d'approbation</td>
</tr>
<tr>
<td>H.I.Next Inc.</td>
<td>1253259</td>
<td>2019 / 07 / 31</td>
</tr>
</tbody>
</table>
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.

<table>
<thead>
<tr>
<th>Name and original signature</th>
<th>Description of Office / Fonction</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td>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.</td>
</tr>
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Vitalhub Corp.

<table>
<thead>
<tr>
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<th>By</th>
<th>Description of Office / Fonction</th>
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<tr>
<td>By / Par</td>
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<tr>
<td>Signature / Signature</td>
<td></td>
<td>Print name of signatory / Nom du signataire en lettres moulées</td>
</tr>
<tr>
<td>Brian Goffenberg</td>
<td></td>
<td>Chief Financial Officer</td>
</tr>
</tbody>
</table>

926315 Ontario Inc.

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<tr>
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1710213 Ontario Inc.

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07121 (201105)
1710238 Ontario Inc.

By / Par

Brian Goffenberg

Chief Financial Officer

B Sharp Technologies Inc.

By / Par

Brian Goffenberg

Chief Financial Officer

H.I.Next Inc.

By / Par

Brian Goffenberg

Chief Financial Officer

Names of Corporations / Dénomination sociale des sociétés

Description of Office / Fonction

Print name of signatory / Nom du signataire en lettres moulées
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.

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.

Daniel Matlow, Chief Executive Officer
"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.

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.

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.

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.”

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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
ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

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

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<th>V I T A L H U B</th>
<th>C O R P</th>
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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):

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

2019/08/01

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.

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<thead>
<tr>
<th>Number of directors is/are:</th>
<th>minimum and maximum number of directors is/are:</th>
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</thead>
<tbody>
<tr>
<td>Nombre d'administrateurs :</td>
<td>nombres minimum et maximum d'administrateurs :</td>
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<tr>
<td>Number</td>
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<td>Nombre</td>
<td>minimum et maximum</td>
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<td>or</td>
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<td>ou</td>
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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)

   Chief Executive Officer
   (Description of Office)
   (Fonction)

   Dan Matlow