



**NOTICE OF MEETING OF HOLDERS OF 8.5% UNSECURED CONVERTIBLE DEBENTURES DUE  
SEPTEMBER 25, 2022**

**to be held on**

**JUNE 20, 2022**

**with respect to**

**AN EXTRAORDINARY RESOLUTION TO AMEND THE TERMS OF THE DEBENTURES**

**and**

**INFORMATION CIRCULAR**

**May 17, 2022**



## NOTICE OF MEETING OF HOLDERS OF DEBENTURES TO BE HELD ON JUNE 20, 2022

**NOTICE IS HEREBY GIVEN** that the meeting (the “**Meeting**”) of the holders (the “**Debentureholders**”) of 8.5% unsecured convertible debentures due September 25, 2022 (the “**Debentures**”) of Entourage Health Corp. (the “**Corporation**”) will be held on Monday, June 20, 2022 at 11:00 a.m. (Toronto time). To deal with the public health impact of COVID-19, the Corporation is conducting an online only debentureholders’ meeting.

Registered Debentureholders, as defined in the accompanying information circular (the “**Information Circular**”), and duly appointed proxyholders can attend the Meeting online at <https://virtual-meetings.tsxtrust.com/1377> where they can participate, vote, or submit questions during the Meeting’s live webcast.

The Meeting is being held for the following purposes:

- (a) to consider and if thought appropriate, to approve an extraordinary resolution (the “**Extraordinary Resolution**”), as further set out in the Information Circular, to amend the Debenture Indenture (as defined in the Information Circular) to: (i) to replace all references to “WeedMD Inc.” with “Entourage Health Corp.”; (ii) to accelerate the Maturity Date (as defined in the Debenture Indenture) of the Debentures to June 30, 2022; and (iii) to amend the cash amount payable in respect of the Debentures on the Maturity Date to be 60% of the principal amount of the Debentures, together with any accrued and unpaid interest earned on 100% of the principal amount of the Debentures from the last Interest Payment Date (as defined in the Debenture Indenture) up to the Maturity Date, less any tax required by law to be deducted; and
- (b) to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying Information Circular provides additional information relating to each of the matters to be considered at the Meeting and forms part of this notice of Meeting.

The record date for the determination of Debentureholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is May 17, 2022 (the “**Record Date**”).

Regardless of whether or not you are able to be present at the Meeting, please date, sign and return the form of proxy or voting instruction form accompanying this notice of Meeting. To be effective, forms of proxy or voting instruction forms must be received by 11:00 a.m. (Toronto Time) on June 16, 2022, or if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays of any adjournment of the Meeting. Debentureholders of the Corporation whose names have been entered in the register of Debentureholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Pursuant to the provisions of the Debenture Indenture, any Extraordinary Resolution (as defined in the Debenture Indenture) passed at the Meeting or any adjournment or postponement thereof will, if passed in accordance with the provisions of the Debenture Indenture, be binding upon all Debentureholders to which the resolution related, whether present or absent at the Meeting.

**DATED** at Toronto, Ontario this 17<sup>th</sup> day of May, 2022.

**BY ORDER OF THE BOARD**

(signed) “*George Scorsis*”

Chief Executive Officer and Executive  
Chairman





## INFORMATION CIRCULAR

### VOTING INFORMATION

#### Solicitation of Proxies

The information contained in this information circular ("**Information Circular**") is furnished to the holders (the "**Debentureholders**") of 8.5% unsecured convertible debentures due September 25, 2022 (the "**Debentures**") of Entourage Health Corp. (the "**Corporation**") issued and outstanding under a convertible debenture indenture (the "**Debenture Indenture**") dated September 25, 2019 between the Corporation and TSX Trust Company (the "**Trustee**") in connection with the solicitation by management of the Corporation of proxies to be used at the meeting (the "**Meeting**") of the Debentureholders to be held virtually at <https://virtual-meetings.tsxtrust.com/1377> on Monday, June 20, 2022, at 11:00 a.m. (Toronto time) or any adjournment(s) or postponement(s) thereof for the purposes set forth in the accompanying notice of meeting (the "**Notice of the Meeting**"). The solicitation of proxies will be made primarily by mail but proxies may also be solicited personally or by telephone by officers, directors or regular employees of the Corporation. Employees of the Corporation will not receive any extra compensation for such activities. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the Debentureholders in favour of the matters set forth in the Notice of the Meeting. The Corporation may pay brokers or other persons holding Debentures in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Information Circular to beneficial owners of Debentures and obtaining proxies therefor. **The solicitation of proxies by this Information Circular is being made by and on behalf of management of the Corporation.** The cost of the solicitation will be borne by the Corporation.

No person is authorized to give any information or to make any representation other than those contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The information contained herein is given as of May 17, 2022 (the "**Record Date**") except as otherwise indicated. The delivery of this Information Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date of this Information Circular.

#### Voting of Debentures Represented by Management Proxies

The persons named in the form of proxy accompanying this Information Circular (the "**Proxy**") will vote the Debentures in respect of which they are appointed proxy on any ballot that may be called for at the Meeting or any adjournment thereof in accordance with the instructions in the form of proxy. **In the absence of instructions, such persons will vote such Debentures in favour of or for each of the matters referred to in the Notice of the Meeting.**

The form of proxy accompanying this Information Circular confers discretionary authority upon the persons named therein with respect to amendments to or variations of the matters identified in the Notice of the Meeting and with respect to other matters, if any, which may properly be brought before the Meeting or any adjournment thereof. At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting. However, if any other

matters which are not now known to management of the Corporation should properly be brought before the Meeting or any adjournment thereof, the Debentures represented by any Proxy will be voted on such matters in accordance with the judgement of the person named in such Proxy.

### **How to Vote your Debentures**

Registered Debentureholders or a Non-Registered Debentureholder (as defined herein) who has appointed themselves or a third party proxyholder to represent him, her or it at the Meeting, will appear on a list of Debentureholders prepared by TSX Trust Company. Each Registered Debentureholder or proxyholder will be required to enter the control number or username provided by TSX Trust Company at <https://virtual-meetings.tsxtrust.com/1377> (meeting ID 1377, password: entourage2022 (case sensitive)) prior to the start of the Meeting to be eligible to vote at the Meeting. In order to vote, non-registered Debentureholders who appoint themselves as a proxyholder **MUST** register with TSX Trust Company at [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) after submitting their voting instruction form in order to receive a username/control number (please see the information under “*Appointment of Proxyholders*” below for details).

Registered Debentureholders and duly appointed proxyholders can attend the Meeting online by going to <https://virtual-meetings.tsxtrust.com/1377>.

Registered Debentureholders and duly appointed proxyholders can participate in the Meeting by clicking “**I have a control number/meeting access number**” and entering a username/control number and password before the start of the Meeting.

- Registered Debentureholders – The 12-digit control number located on the Proxy or in the email notification received by such Debentureholder is the username/control number and the password is entourage2022 (case sensitive).
- Duly appointed proxyholders – TSX Trust Company will provide the proxyholder with a control number after the voting deadline has passed. The password to the Meeting is entourage2022 (case sensitive).

Voting at the Meeting will only be available for Registered Debentureholders and duly appointed proxyholders. Non-Registered Debentureholders who have not appointed themselves may attend the Meeting by clicking “**I am a guest**” and completing the online registration form.

**Debentureholders who wish to appoint a third party proxyholder to represent them at the Meeting must submit their Proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Debentureholder has submitted his, her or its Proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a username to participate in the Meeting.** To register a proxyholder, a Debentureholder **MUST** visit <https://tsxtrust.com/resource/en/75> to obtain and complete the “Request a Control Number” form which they must provide to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) by no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the Meeting and provide TSX Trust Company with the contact information of his, her or its proxyholder, so that TSX Trust Company may provide the proxyholder with a username/control number via email.

**It is important to be connected to the internet at all times during the Meeting in order to vote when balloting commences. It is recommended that attendees use their latest internet browser and do not use Internet Explorer.**

**In order to participate online, Debentureholders must have a valid 12-digit control number and proxyholders must have received an email from TSX Trust Company containing a control number.**

### **Non-registered Debentureholders**

Some Debentureholders beneficially own Debentures that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (the “**Non-Registered Debentureholders**”).

Non-registered Debentureholders who have received the Documents from their Intermediary should, other than as set out herein, follow the directions of their Intermediary with respect to the procedure to be followed for voting at the Meeting. Generally, Non-registered Debentures will either:

- (a) be provided with a form of proxy executed by the Intermediary but otherwise uncompleted. The Non-registered Debentureholders may complete the proxy and return it directly to TSX Trust Company; or
- (b) be provided with a request for voting instructions. The Intermediary is required to send the Corporation an executed form of proxy completed in accordance with any voting instructions received by the Intermediary.

If you are a Non-Registered Debentureholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained from your Intermediary in accordance with applicable securities regulatory requirements. By choosing to send the Documents to you directly, the Corporation (and not your Intermediary) has assumed responsibility for (i) delivering the Documents to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### ***Participating in the Meeting***

The Meeting will be hosted online by way of a live webcast. Debentureholders will not be able to attend the Meeting in person. A summary of the information Debentureholders will need to attend the Meeting is provided below. The Meeting will begin at 11:00 a.m. (Toronto time) on Monday, June 20, 2022.

- Registered Debentureholders that have a 12-digit control number, along with duly appointed proxyholders who were assigned a control number by TSX Trust Company (see details under “*Appointment of Proxyholders*”), will be able to vote and submit questions during the Meeting. To do so, please go to <https://virtual-meetings.tsxtrust.com/1377> (meeting ID 1377) prior to the start of the Meeting to login. Click on “**I have a control number/meeting access number**” and enter your 12-digit control number or username along with the password `entourage2022` (case sensitive). Non-Registered Debentureholders who have not appointed themselves to vote at the Meeting may login as a guest by clicking on “**I am a guest**” and completing the online registration form. Guests will not be able to vote or ask questions at the Meeting.
- United States Non-registered Debentureholders: To attend and vote at the Meeting, you must first obtain a valid legal proxy from your Intermediary and then register in advance to attend the Meeting. Follow the instructions from your Intermediary included with these Meeting materials, or contact your Intermediary to request a legal proxy form. After first obtaining a valid legal proxy from your Intermediary, to then register to attend the Meeting, you must submit a copy of your legal proxy to TSX Trust Company. Requests for registration should be directed to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON, M5H 4H1 or via email at [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com).

Requests for registration must be labeled as “Legal Proxy” and be received no later than 11:00 a.m. (Toronto time) on June 16, 2022. Provided you have first registered with TSX Trust Company, you will receive a confirmation of your registration by email after your registration materials have been received. You may attend the Meeting and vote your Debentures at <https://virtual-meetings.tsxtrust.com/1377> (meeting ID 1377, password: entourage2022 (case sensitive)) during the Meeting. Any appointees must reach out to TSX Trust in advance of the meeting (latest 48 hours before the meeting). They must complete the Request for Control Number form at <https://tsxtrust.com/resource/en/75> and email it to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) in advance of the meeting.

- Non-registered Debentureholders who do not have a 12-digit control number or username will only be able to attend as a guest which allows such persons to listen to the Meeting, however, Non-registered Debentureholders will not be able to vote or submit questions.
- If you are using a 12-digit control number to login to the Meeting and vote again on matters subject to previously submitted proxies, you will be revoking any and all such previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, please do not vote when you log in using your control number.
- If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

### Appointment of Proxyholders

The person named in the enclosed Proxy is an officer of the Corporation. **DEBENTUREHOLDERS HAVE THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A DEBENTUREHOLDER, TO REPRESENT HIM, HER OR IT AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE PROXY INSTRUMENT** either by striking out the names of the persons designated in the Proxy and by inserting the name of the person or company to be appointed in the space provided in the Proxy or by completing another proper form of proxy.

Debentureholders who wish to appoint a third party proxyholder to represent them at the Meeting **must submit their Proxy or voting instruction form (if applicable) prior to registering their proxyholder. Registering a proxyholder is an additional step once the Proxy or voting instruction form have been submitted. Failure to register the proxyholder will result in the proxyholder not receiving a username to participate in the Meeting.** To register a proxyholder, Debentureholders MUST visit <https://tsxtrust.com/resource/en/75> no later than 11:00 a.m. (Toronto time) on June 16, 2022 and provide TSX Trust Company with their proxyholder's contact information by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com), so that TSX Trust Company may provide the proxyholder with a username via email.

A Proxy can be submitted to TSX Trust Company either by mail or courier to 100 Adelaide Street West, Suite 301, Toronto, ON, M5H 4H1, Attn: Proxy Dept., by fax at 416-595-9593 or via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com). The Proxy must be deposited with TSX Trust Company by no later than 11:00 a.m. (Toronto time) on June 16, 2022 or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the beginning of any adjournment(s) or postponement(s) to the Meeting. If a Debentureholder who has submitted a Proxy attends the Meeting and has accepted the terms and conditions when entering the Meeting, any votes cast by such Debentureholder on a ballot will be counted and the submitted Proxy will be disregarded.



**Without a control number, proxyholders will not be able to vote at the Meeting.**

### **Revocation of Proxy**

A Registered Debentureholder who has given a Proxy pursuant to this solicitation may revoke it at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof at which the Proxy is to be used:

- (a) by an instrument in writing executed by the Debentureholder or by his, her or its attorney authorized in writing and either delivered to the attention of the Corporate Secretary of the Corporation c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON, M5H 4H1;
- (b) by delivering written notice of such revocation to the chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof;
- (c) by attending the Meeting and voting the Debentures; or
- (d) in any other manner permitted by law.

A Registered Debentureholder may also revoke any prior Proxy by providing a new Proxy with a late date, provided that the new Proxy is received at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof.

Non-registered Debentureholders who wish to change their vote must contact their Intermediary to discuss their options well in advance of the Meeting.

### **Voting of Proxies and Discretion Thereof**

Debentures represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed Proxy **WILL, UNLESS OTHERWISE INDICATED, BE VOTED FOR THE EXTRAORDINARY RESOLUTION.** The Debentures represented by the Proxy will be voted for or against in accordance with the instructions of the Debentureholder on any ballot that may be called for and, if the Debentureholder specifies a choice with respect to any matter to be acted upon, the Debentures will be voted accordingly. The enclosed Proxy confers discretionary authority on the persons named therein with respect to amendments or variations to matters identified in the Notice of the Meeting or other matters which may properly come before the Meeting. At the date of this Information Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if other matters properly come before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote such proxy according to their best judgment.

### **Quorum**

Pursuant to the Debenture Indenture and subject to Article 11.12.1 and 11.12.2 of the same, the quorum for the Meeting consists of Debentureholder(s) present in person or by proxy and holding at least 25% of the aggregate principal amount of all the then outstanding Debentures. Pursuant to the Debenture Indenture, if a quorum of the Debentureholders shall not be present within 30 minutes from the time fixed for the Meeting, then it shall stand adjourned to such date, being not less than 14 nor more than 60 days later, and to such place and time as may be appointed by the chairman. Not less than 10 days' notice shall

be given of the time and place of such adjourned meeting in the manner provided in Section 11.2 of the Debenture Indenture.

## PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

### Proposed Amendments

All statements herein regarding the substance of any provision of the Debenture Indenture are qualified in their entirety by reference to the Debenture Indenture. A copy of the Debenture Indenture is available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com)

The Debentures were issued in connection with a public offering by the Corporation of convertible debenture units (the "**Debenture Units**") for aggregate gross proceeds of C\$13,115,000 pursuant to a short form prospectus dated September 18, 2019, which closed on September 25, 2019. Each Debenture Unit consisted of one \$1,000 principal amount Debenture and 625 common share purchase warrants. The Debentures commenced trading on the TSX Venture Exchange ("**TSXV**") on September 27, 2019 and are currently trading under the symbol "ENTG.DB".

As at May 16, 2022, C\$12,765,000 aggregate principal amount of Debentures are issued and outstanding and the closing market price of the Debentures on the TSXV is C\$360.00 per C\$1,000 principal amount of Debentures.

The Debenture Indenture confers upon the Debentureholders the power, exercisable by Extraordinary Resolution (as defined in the Debenture Indenture), to agree to any modification, abrogation, alteration, compromise or arrangement of the rights of the Debentureholders under the Debenture Indenture, and to authorize the Corporation and the Trustee to enter into supplemental indentures containing such modification, abrogation, alteration, compromise or arrangement.

Given the power of the Debentureholders to supplement the Debenture Indenture, at the Meeting, the Debentureholders will be asked to consider, and if thought appropriate, to approve an extraordinary resolution (the "**Extraordinary Resolution**") to amend the Debenture Indenture to: (i) to replace all references to "WeedMD Inc." with "Entourage Health Corp."; (ii) to accelerate the Maturity Date (as defined in the Debenture Indenture) of the Debentures to June 30, 2022; and (iii) to amend the cash amount payable in respect of the Debentures on the Maturity Date to be 60% of the principal amount of the Debentures, together with any accrued and unpaid interest earned on 100% of the principal amount of the Debentures from the last Interest Payment Date (as defined in the Debenture Indenture) up to the Maturity Date, less any tax required by law to be deducted (collectively, the "**Debenture Amendments**"). A more detailed description of the Proposed Debenture Amendments is as follows:

1. **Name Change.** All references to "WeedMD Inc." in the Debenture Indenture will be replaced with "Entourage Health Corp.", *mutatis mutandis*. For the avoidance of doubt, references to the "Corporation" shall be read as references to "Entourage Health Corp.".
2. **Maturity Date.** The definition of "Maturity Date" in the Debenture Indenture will be amended to mean June 30, 2022. All references to "September 25, 2022" in the Debenture Indenture will be replaced with "June 30, 2022".
3. **Repayment Obligation.** Section 2.14 of the Debenture Indenture shall be replaced with a new Section 2.14 as follows:

Except as may otherwise be provided herein or in any supplemental indenture in respect of any series of Debentures, payments of amounts due upon maturity of the Debentures will be made in the following manner. The Corporation will establish and maintain with the Trustee a Maturity Account for the Debentures, including the Initial Debentures. Each such Maturity Account shall be maintained by and be subject to the control of the Trustee for the purposes of this Indenture. On or before 11:00 am. (Eastern Standard Time) not less than three Business Days immediately prior to the Maturity Date for Initial Debentures, the Corporation will deliver to the Trustee a certified cheque or wire transfer for deposit in the applicable Maturity Account in an amount sufficient to pay the cash amount payable in respect of such Initial Debentures, which, for greater certainty, shall equal 60% of the principal amount of the Initial Debentures together with any accrued and unpaid interest earned on 100% of the principal amount of the Debentures from the last Interest Payment Date, less any tax required by law to be deducted (the "Maturity Date Payment"). The Trustee, on behalf of the Corporation, will pay to each holder entitled to receive payment the Maturity Date Payment, upon surrender of the Initial Debenture at any branch of the Trustee designated for such purpose from time to time by the Corporation and the Trustee. The delivery of such funds to the Trustee for deposit to the applicable Maturity Account will satisfy and discharge the liability of the Corporation for the Initial Debentures to which the delivery of funds relates to the extent of the amount delivered (plus the amount of any tax deducted as aforesaid) and such Initial Debentures will thereafter to that extent not be considered as outstanding under this Indenture and such holder will have no other right in regard thereto other than to receive out of the money so delivered or made available the amount to which it is entitled. Interest shall cease to accrue on the Initial Debentures upon the Maturity Date provided the Trustee has received, by the Maturity Date, from the Corporation all the funds due and payable on the Initial Debentures, which for greater certainty, shall be the Maturity Date Payment.

4. **General Amendments.** General clerical changes will be made throughout the Debenture Indenture to reflect the foregoing Debenture Amendments.

If the Debenture Amendments are implemented, their principal effect will be to reduce the cash amount payable in respect of the Debentures on the Maturity Date (being June 30, 2022) to be 60% of the principal amount of the Debentures, together with any accrued and unpaid interest earned on 100% of the principal amount of the Debentures from the last Interest Payment Date up to the Maturity Date, less any tax required by law to be deducted. Interest would accrue on the full face value of the Debentures (being \$1,000) and be payable on the Maturity Date (being June 30, 2022). For illustrative purposes only, the following table sets forth, the cash amount payable on the June 30, 2022, being the amended Maturity Date, per C\$1,000 principal amount of Debentures, assuming no withholding tax:

Principal Amount	Accrued Interest Up to the Maturity Date (June 30, 2022)	Total Cash Repayment
C\$600	C\$42.50	C\$642.50

**DEBENTUREHOLDERS SHOULD CONSULT THEIR RESPECTIVE TAX ADVISORS REGARDING THE PROPER TREATMENT OF THE DEBENTURE AMENDMENTS FOR CANADIAN TAX PURPOSES.**

#### **Voting Support Agreements**

The Corporation entered into voting support agreements with certain holders of the Debentures (the "Supporting Debentureholders"), including Hygrovest Limited ("Hygrovest"), the largest holder of the

Debentures, pursuant to which the Supporting Debentureholders have agreed to vote the Debentures they own or control in favour of the Debenture Amendments. As of May 16, 2022, the Supporting Debentureholders beneficially own C\$6,335,000 aggregate principal amount of Debentures, representing approximately 49.6% of the issued and outstanding Debentures. A copy of the voting support agreement between Hygrovest and the Company is available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Extraordinary Resolution**

At the Meeting, Debentureholders will be asked to pass the Extraordinary Resolution as set out below.

The Board of Directors of the Corporation unanimously recommends that Debentureholders vote **"FOR"** the following Extraordinary Resolution, which must be approved by the holders of not less than 66 2/3% of the aggregate principal amount of all the then outstanding Debentures represented at the Meeting in person or by proxy. As at the Record Date, C\$12,765,000 aggregate principal amount of Debentures are issued and outstanding.

On or before June 30, 2022, provided the Extraordinary Resolution is passed, the Corporation and the Trustee intend to enter into a supplemental indenture implementing the Debenture Amendments.

### **BE IT RESOLVED BY EXTRAORDINARY RESOLUTION THAT:**

1. The convertible debenture indenture ("**Debenture Indenture**") dated September 25, 2019 between Entourage Health Corp. (the "**Corporation**") and TSX Trust Company, as trustee (the "**Trustee**") and the debentures issued thereunder are hereby amended to provide for the amendments contemplated in the management information circular to which this resolution relates under the heading "*Particulars of Matters to be Acted Upon at the Meeting – Proposed Amendments*" (and all incidental amendments reasonably necessary to give effect thereto) (collectively, the "**Debenture Amendments**");
2. The Corporation and Trustee be and are hereby authorized to execute and deliver a supplemental indenture which supplemental indenture incorporates the Debenture Amendments, and execution as aforesaid by both the Corporation and Trustee shall be conclusive evidence of the approval of such supplemental indenture;
3. The Trustee is hereby authorized and directed to, on behalf of Debentureholders, negotiate the final form, enter into, execute, under the corporate seal of the Trustee or otherwise, deliver or cause to be delivered or accept, as the case may be, any amending agreement or supplemental indenture or such other agreements and documents in order to give effect to the intent of these resolutions with such additions thereto, changes therein and deletions therefrom, if any, as such officer or director shall consider necessary or desirable and shall approve, such approval to be conclusively evidenced by his or her execution thereof;
4. Any one officer or director of the Corporation, be and he or she is hereby authorized and directed to negotiate the final form, enter into, execute, under the corporate seal of the Corporation or otherwise, deliver or cause to be delivered or accept, as the case may be, for and on behalf of the Corporation, any amending agreement or supplemental indenture or such other agreements and documents in order to give effect to the intent of these resolutions with such additions thereto, changes therein and deletions therefrom, if any, as such officer or director shall consider necessary or desirable and shall approve, such approval to be conclusively evidenced by his or her execution thereof; and

5. Notwithstanding that this resolution has been duly passed by Debentureholders, the directors of the Corporation be, and they are hereby, authorized and empowered to abandon and revoke this resolution at any time and to not proceed with the transactions contemplated by entering into a supplemental indenture, without further approval of the Debentureholders.

**Unless otherwise directed, the management representatives named in the accompanying form of proxy intend to vote FOR the Extraordinary Resolution at the Meeting. The Board of Directors unanimously recommends that Debentureholders vote FOR the Debenture Amendments.**

#### **OTHER BUSINESS**

As of the date of this Information Circular, the Board of Directors does not know of any other matters to be brought before the Meeting, other than those set forth in the Notice of the Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

#### **DIRECTORS' APPROVAL**

The contents and sending of this Information Circular have been approved by the directors of the Corporation.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation, including a full copy of the Debenture Indenture, is available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com). Financial information relating to the Corporation is provided in the Corporation's audited consolidated financial statements as at December 31, 2021, the report of the auditors' thereon and the accompanying MD&A. Debentureholders of the Corporation may request the Corporation's financial statements and MD&A by contacting Corporation at 276 Queen Street West, Suite 200, Toronto, Ontario M5V 2A1, telephone number: 844-933-3636. Copies of documents will be provided free of charge to Debentureholders. The Corporation may require the payment of a reasonable charge from any person or company who is not a securityholder of the Corporation, who requests a copy of any such document.

#### **BY ORDER OF THE BOARD**

(signed) "*George Scorsis*"

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Chief Executive Officer and Executive  
Chairman





