Docusign Envelope ID: C22ACF66-426B-8918-8353-7620F39E4B0C

Received / Reçue
2026-06-20

LUMINWELL FOUNDATION

BY-LAW NO. 2026-1

TABLE OF CONTENTS

page #

1 INTERPRETATION 1
1.01 Meaning of Words 1

2 MEMBERSHIP 3
2.01 Composition 3
2.02 Members' Rights 3
2.03 Appointment of Authorized Representative 3
2.04 Rights of Authorized Representative 3
2.05 Termination of Membership 4
2.06 Discipline of Members 4
2.07 No Compensation for Members 4

3 BOARD OF DIRECTORS 5
3.01 Board 5
3.02 Qualifications 5
3.03 Duty to Disclose 5
3.04 Removal of Directors 5
3.05 Vacancies 5
3.06 Resignation of Directors 6
3.07 Remuneration of Directors 6

4 ELECTION OF THE BOARD 6
4.01 Election of Directors 6
4.02 Term of Office 6
4.03 Re-Election 6
4.04 Elections 6
4.05 Nominations 6
4.06 Forms 6

5 MEETING OF DIRECTORS 7
5.01 Calling Meetings 7
5.02 Meeting Following Annual Meeting 7
5.03 Regular Meetings 7
5.04 Notice of Meetings 7
5.05 Content of Notice 7
5.06 Meetings by Electronic Conference 8
5.07 Quorum 8
5.08 Voting 8
5.09 Written Resolutions 8
5.10 Adjournments 8

6 MEETINGS OF THE MEMBERS 8
6.01 Annual Meeting 8
6.02 Meetings by Electronic Conference 9
6.03 Special Meeting 9
6.04 Fixing a Record Date 9
6.05 Notice of Meetings 9
6.06 Those Entitled to be Present 9
6.07 Quorum 10

6.08 Chair ... 10
6.09 Voting by Members ... 10
6.10 Electronic, Mail or Telephone Voting ... 10
6.11 Proxies ... 11
6.12 Ballot ... 11
6.13 Adjournments ... 11
6.14 Written Resolutions ... 12

7 BOARD REGULATIONS ... 12
7.01 Board Regulations ... 12

8 OFFICERS ... 12
8.01 Officers ... 12
8.02 Term of Office of Officers ... 12
8.03 Chair of the Board ... 12
8.04 Vice-Chair of the Board ... 13
8.05 Chief Executive Officer ... 13
8.06 Secretary ... 13
8.07 Treasurer ... 13
8.08 Delegation of Duties ... 14
8.09 Board Appoint Other Officers ... 14
8.10 Holding More Than One Office ... 14
8.11 Removal from Office ... 14
8.12 Remuneration of Officers or Employees ... 14

9 COMMITTEES ... 14
9.01 Committees ... 14
9.02 Rules Governing Committees ... 14
9.03 Limits on Authority of Committees ... 15
9.04 Standing Committees ... 15
9.05 Ad Hoc Committees ... 15
9.06 Nominating Committee ... 15

10 EXECUTIVE COMMITTEE ... 16
10.01 Composition ... 16
10.02 Powers ... 16
10.03 Meetings of the Executive Committee ... 16
10.04 Procedures ... 16
10.05 Quorum ... 16
10.06 Place of Business ... 17
10.07 Meetings by Electronic Conference ... 17
10.08 Other Directors Present ... 17

11 CONFLICT OF INTEREST ... 17
11.01 Conflict of Interest ... 17

12 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS ... 17
12.01 Insurance ... 17
12.02 Liability Exclusion ... 18
12.03 Pre-Indemnity Considerations ... 18
12.04 Indemnification of Directors, Officers and Others ... 18
12.05 Discontinuing Insurance ... 19

13 EXECUTION OF DOCUMENTS ... 19
13.01 Execution of Documents ... 19

14 BORROWING BY THE CORPORATION ... 19
14.01 General Borrowing Authority ... 19

15 FINANCIAL YEAR ... 20
15.01 Financial Year Determined ... 20

Docusign Envelope ID: C22ACF66-426B-8918-8353-7620F39E4B0C

16 PUBLIC ACCOUNTANT 20
16.01 Board May Make Initial Appointment 20
16.02 Annual Appointment 20
16.03 Removal of Public Accountant 20
16.04 Vacancy in the Office of Public Accountant 20
16.05 Remuneration of Public Accountant 20

17 NOTICE 21
17.01 When Notice Deemed Given 21
17.02 Declaration of Notice 21
17.03 Computation of Time 21
17.04 Omissions and Errors 21
17.05 Waiver 21

18 BY-LAWS AND EFFECTIVE DATE 22
18.01 Amendments requiring Special Resolution 22
18.02 By-Laws and Effective Date 22

19 REPEAL OF PRIOR BY-LAWS 22
19.01 Repeal 22
19.02 Prior Acts 22

LUMINWELL FOUNDATION

BY-LAW NO. 2026-1

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise defined:

(a) "Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; appointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;

(c) "Annual Meeting" means an annual meeting of Members, as provided in section 6.01;

(d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;

(e) "Authorized Representative" means a person named to act as an authorized representative of a Member pursuant to section 2.03;

(f) "Board" means the Directors of the Corporation from time to time;

(g) "By-Laws" means this by-law and any other by-laws of the Corporation that may be in force;

(h) "Corporation" means **Luminwell Foundation**;

(i) "Director" means a member of the Board;

(j) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;

(k) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;[1]

---

[1] As of June 29, 2021, section 149.1 of the *Income Tax Act* defines "ineligible individual" as follows:

"ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted and the pardon has not been revoked or ceased to have effect, or

(l) "Member" means a person who has become a Member in accordance with section 2.01;

(m) "Officer" means an officer elected or appointed pursuant to Article 8 or by Board Regulation;

(n) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

(o) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

(i) is a Director of the Corporation;

(ii) is an Officer of the Corporation;

(iii) is a member of a committee of the Corporation; or

(iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

(p) "Public Accountant" means the public accountant of the Corporation appointed pursuant to Article 16;

(ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time,

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter,

(f) a listed terrorist entity, or a member of a listed terrorist entity,

(g) a director, trustee, officer or like official of a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity, or

(h) an individual who controlled or managed, directly or indirectly, in any manner whatever, a listed terrorist entity during a period in which that entity supported or engaged in terrorist activities, including a period prior to the date on which the entity became a listed terrorist entity.

(q) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;

(r) "Special Meeting" includes any meeting of Members that is not an Annual Meeting;

(s) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution; and

(t) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. A corporation or other entity may be a Member.

2.02 Members' Rights

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

2.03 Appointment of Authorized Representative

A Member that is a corporation or other entity shall, from time to time, in writing:

(a) appoint a person who shall be its Authorized Representative;

(b) remove and/or replace a person as its Authorized Representative.

Such Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the Secretary, who shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to exercise the rights provided in section 2.04.

2.04 Rights of Authorized Representative

Unless the Corporation receives written notification from a Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:

(a) receive notice of any meeting the Member is entitled to receive;

(b) act as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.10;

(c) appoint another person as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.10;

(d) attend, speak at, and vote at a meeting at which the Member is entitled to vote; and

(e) execute a Written Resolution on behalf of the Member.

2.05 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

(a) the resignation in writing of a Member of the Corporation;

(b) in the case of a Member who has been admitted to membership because the person is a Director, if the person ceases to be a Director of the Corporation;

(c) the death, insolvency or dissolution, as applicable, of a Member;

(d) the expulsion of a Member from the Corporation in accordance with section 2.06; and

(e) the liquidation or dissolution of the Corporation under the Act.

2.06 Discipline of Members

(a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:

(i) violating any provision of the Articles, By-Laws, or written policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.

(b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chief Executive Officer, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chief Executive Officer, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.

(c) In the event that no written submissions are received, the Chief Executive Officer, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.06, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be a minimum of three (3) and a maximum of ten (10) Directors. The Members thereafter delegate the right to fix the number of Directors from time to time to the Board.

3.02 Qualifications

Each Director shall:

(a) be an individual who is at least eighteen (18) years of age;

(b) not have the status of a bankrupt;

(c) not be a person who has been found under any applicable statute to be incapable of managing property;

(d) not be a person who has been declared incapable by a court in Canada or elsewhere; and

(e) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.

3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.[2] If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.05.

3.04 Removal of Directors

(a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.

(b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

(a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Corporation for the balance of the term vacated. If no quorum of Directors

[2] The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.

(b) The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

3.06 Resignation of Directors

A Director may resign as a Director of the Corporation by submitting a formal written resignation to the Secretary.

3.07 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members.

4.02 Term of Office

The term of office of a Director shall be two (2) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.03 Re-Election

A Director shall be eligible to serve for an unlimited number of consecutive terms.

4.04 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.05 Nominations

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board.

4.06 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice. If the Corporation has only one (1) Director, that Director may call and constitute a meeting; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

5.02 Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02, 5.03 and 17.05, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

(a) by courier, personal delivery, telephone, fax, e-mail or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or

(b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Content of Notice

Any notice of a Board meeting shall specify the nature of the business to be conducted if the meeting is intended to:

(a) submit to the Members any question or matter requiring approval of the Members;

(b) fill a vacancy among the Directors, or in the office of Public Accountant;

(c) appoint additional Directors;

(d) issue debt obligations except as authorized by the Board;

(e) approve any financial statements;

(f) adopt, amend or repeal any By-Law; or

(g) establish contributions to be made, or dues to be paid, by Members.

5.06 Meetings by Electronic Conference

(a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) The Chair of the Board may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.07 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

5.08 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.09 Written Resolutions

A Written Resolution signed by all the Directors entitled to vote on that resolution is valid.

5.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

(a) An Annual Meeting shall be held within Canada, unless a place outside Canada is specified in the Articles or if all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Canada, at a place and date and time determined by the Board, for the purpose of conducting the Annual Business and any Special Business.

(b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and every fifteen (15) months thereafter provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

(a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) The Directors or Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be ten (10) days after the record date for Members entitled to notice, or if no such date is fixed, then at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

6.05 Notice of Meetings

Subject to section 17.05, notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Corporation by:

(a) mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;

(b) telephone, or other electronic means, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section (a); or

(c) posting the notice on a notice board including the Corporation's website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held.

6.06 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

(a) those entitled to vote at the meeting, including Members and proxy holders;

(b) the Directors and the Public Accountant of the Corporation; and

(c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted by the invitation of the chair of the Board or by Ordinary Resolution of the Members.

6.07 Quorum

(a) A quorum for the transaction of business at meetings of the Members shall be at least twenty-five (25%) percent of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.

(b) Provided however that where:

(i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and

(ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitutes quorum.

(c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.

(d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

6.08 Chair

In the absence of the Chair of the Board and the Vice-Chair of the Board, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair.

6.09 Voting by Members

(a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.

(b) Whenever a vote has been taken upon a question, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

(a) allow for verification that the votes are made by the Members entitled to vote; and

(b) not allow the Corporation to identify how each Member voted.

6.11 Proxies

(a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.

(b) A proxy shall be executed by:

(i) the Member entitled to vote;

(ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or

(iii) if the Member is a body corporate, by the Authorized Representative.

(c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.

(d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.

(e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

6.12 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that the following matters may not be dealt with by Written Resolution:

(a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and

(b) the resignation, removal or replacement of the Public Accountant, where a written statement has been submitted by the Public Accountant giving reasons for resigning or opposing his or her removal or replacement.

7 BOARD REGULATIONS

7.01 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

8 OFFICERS

8.01 Officers

Subject to the Act, the Articles and the By-Laws of the Corporation, there may be the following Officers:

(a) a Chair of the Board and a Vice-Chair of the Board elected by and from among the Directors;

(b) a Chief Executive Officer;

(c) a Secretary and a Treasurer (or a Secretary-Treasurer) who may but need not be Directors, appointed by the Board to serve at the pleasure of the Board; or

(d) such other Officers as are appointed by the Board pursuant to section 8.09.

8.02 Term of Office of Officers

Subject to section 8.01, the term of office of each Officer who is not an employee of the Corporation shall be two (2) years, to expire at the second Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.03 Chair of the Board

The Chair of the Board shall supervise and control the operations of the Corporation if there shall be no Chief Executive Officer in office. The Chair of the Board shall, when present, preside at all meetings of the Board, and Members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board or incident to the office. The Chair may also be called the President.

8.04 Vice-Chair of the Board

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

8.05 Chief Executive Officer

The Chief Executive Officer shall, subject to the direction of the Board and/or the Chair of the Board, supervise and control the operations of the Corporation.

The Chief Executive Officer, if any, shall have the right to receive notice of, to attend and to speak at but not to vote (unless otherwise also a Director) at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Chief Executive Officer are discussed.

8.06 Secretary

The Secretary shall:

(a) act as secretary of each meeting of the Corporation, the Board and Executive Committee;

(b) attend all meetings of the Corporation, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;

(c) give all notices required to be given to the Members and to the Directors and the Executive Committee;

(d) be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and

(e) perform the other duties prescribed by the Board or Executive Committee.

8.07 Treasurer

The Treasurer shall:

(a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;

(b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee;

(c) disburse the funds of the Corporation under the direction of the Board or Executive Committee;

(d) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;

(e) co-operate with the Public Accountant of the Corporation during any audit of the accounts of the Corporation; and

(f) perform the other duties prescribed by the Board or Executive Committee.

8.08 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.09 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, whose duties and remuneration shall be such as the terms of their engagement call for or the Board prescribes.

8.10 Holding More Than One Office

Except for the offices of Chair of the Board and Vice-Chair of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

8.11 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.12 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties. The Board shall fix the remuneration of the Chief Executive Officer, if any. The Board shall fix the remuneration of any other Officers or employees, or may delegate such responsibility to the Chief Executive Officer.

9 COMMITTEES

9.01 Committees

Subject to the Act and the By-Laws, the Board may appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.02 Rules Governing Committees

Subject to the By-Laws of the Corporation, all Committees other than the Executive Committee are subject to the requirements listed below:

(a) the chair and members shall be appointed by the Board;

(b) at least one (1) Director shall be appointed to serve on each Committee;

(c) the Chair of the Board shall be *ex officio* a member of each Committee;

(d) in addition to the members of a Committee appointed pursuant to subsection 9.02(a), the Board may appoint to any Committee, persons who are not Members of the Corporation who are qualified to hold office;

(e) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one (1) or more additional terms;

(f) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;

(g) each Committee shall be responsible to, and report after each meeting to, the Board; or

(h) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

9.03 Limits on Authority of Committees

No committee, including the Executive Committee, has authority to:

(a) submit to the Members any question or matter requiring approval of the Members;

(b) fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;

(c) issue debt obligations except as authorized by the Board;

(d) approve any financial statements;

(e) adopt, amend or repeal any By-Law; or

(f) establish contributions to be made, or dues to be paid, by Members.

9.04 Standing Committees

There shall be a Nominating Committee at any time there is no Executive Committee. There may be such other Standing Committees and for such purposes as the Board or the Executive Committee may determine by Ordinary Resolution.

9.05 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board or the Executive Committee may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

(a) the delivery of its report;

(b) the completion of its assigned task; or

(c) a resolution to that effect of the Board or Executive Committee.

In the case of termination pursuant to this section 9.05, the Board or the Executive Committee may continue such Ad Hoc Committee.

9.06 Nominating Committee

The Nominating Committee shall:

(a) consider all applications and prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election will be held at or after the Annual Meeting;

(b) accept any additional written nominations for elected office any time prior to the holding of annual elections, without precluding the chair of the meeting from accepting further nominations from the floor at the time of the election; and

(c) make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

10 EXECUTIVE COMMITTEE

10.01 Composition

The Board, whenever it consists of more than six (6) individuals, may establish an Executive Committee by electing, by Ordinary Resolution from among its number, such number of members that is not less than three (3). The Board may delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.03.

The Executive Committee shall be composed of the Officers who are also Directors and the chairs of the Standing Committees. The Chair of the Board shall be ex officio the Chair of the Executive Committee. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

10.02 Powers

Subject to the By-Laws of the Corporation, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee deems to be in the best interests of the Corporation.

10.03 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that written notice of the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 5.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

10.04 Procedures

The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure, subject to sections 10.01, 10.02 and 10.08. The Executive Committee shall keep minutes of its meetings recording all action taken by it, and a summary of the meeting shall be submitted to the Board annually.

10.05 Quorum

The quorum of any meeting of the Executive Committee shall be determined in accordance with section 10.04. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

10.06 Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.

10.07 Meetings by Electronic Conference

(a) Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.

(b) The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

10.08 Other Directors Present

Each Director shall be entitled to speak, but not to vote, at any meeting of the Executive Committee at which the Director is present. However, only a Director elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such Director shall not be included for the purpose of calculating a quorum.

11 CONFLICT OF INTEREST

11.01 Conflict of Interest

In accordance with the Act and the By-Laws, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

12 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.01 Insurance

(a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

(i) property and public liability insurance;

(ii) Directors' and Officers' insurance; and

(iii) may include such other insurance as the Board sees fit.

(b) The Corporation shall ensure that each Protected Person is included as an insured person to any policy of Directors' and Officers' insurance maintained by the Corporation.

(c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

(d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

(a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

(b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

(c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

(d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

(e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and

(f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.04, and if the Board has determined to purchase insurance pursuant to section 12.01, the Board shall confirm that it has considered:

(a) the degree of risk to which the Protected Person is or may be exposed;

(b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance; and

(c) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.

12.04 Indemnification of Directors, Officers and Others

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such Protected Person sustains or incurs:

(i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

(ii) in relation to the affairs of the Corporation generally;

save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of his or her duties of office.

(b) Such indemnity will only be effective:

(i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and

(ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 12 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 12.

12.05 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

13 EXECUTION OF DOCUMENTS

13.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chair of the Board, Vice-Chair of the Board, Chief Executive Officer, Secretary, Treasurer, or Secretary-Treasurer, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

14 BORROWING BY THE CORPORATION

14.01 General Borrowing Authority

The Directors may, without authorization of the Members:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

15 FINANCIAL YEAR

15.01 Financial Year Determined

The financial year of the Corporation shall terminate on the 17th day of March in each year or on such other date as the Board may determine.

16 PUBLIC ACCOUNTANT

16.01 Board May Make Initial Appointment

The Board may, following incorporation, appoint a Public Accountant to hold office until the first Annual Meeting. The Public Accountant must meet the requirements in the Act.[3]

16.02 Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

16.03 Removal of Public Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

16.04 Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

16.05 Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

---

[3] Section 180(1) provides that a Public Accountant must:

(a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;

(b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements); and

(c) unless the Public Accountant is the subject of a relieving order under subsection 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

17 NOTICE

17.01 When Notice Deemed Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

(a) if given by e-mail, notice is deemed given when sent;

(b) if given by telephone, notice is deemed given at the time of the telephone call;

(c) if given by mail to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;

(d) if given in writing by courier or personal delivery, notice is deemed given when delivered;

(e) if posted on a notice board pursuant to section 6.05(c), notice is deemed given on the date of posting; and

(f) if provided by other electronic means, notice is deemed given when transmitted.

17.02 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

17.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

17.04 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:

(a) an error in notice that does not affect its substance;

(b) the accidental omission to give notice; or

(c) the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

17.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

18 BY-LAWS AND EFFECTIVE DATE

18.01 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

(a) Member Composition, section 2.01;

(b) Members' Rights, section 2.02;

(c) Notice of Meetings, section 6.05;

(d) Proxies, section 6.11; and

(e) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

18.02 By-Laws and Effective Date

(a) Subject to the Articles and section 18.01, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 18.01, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

(b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

19 REPEAL OF PRIOR BY-LAWS

19.01 Repeal

Subject to the provisions of section 19.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

19.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of **Luminwell Foundation** this 17th day of June, 2026.

Signed by:
73AB02F244864F9...

Director

Signed by:
Johnathan Kimelman
DF593A9534CD450...

Director

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the 17th day of June, 2026.

Signed by:
73AB02F244864F9...

Director

Signed by:
Johnathan Kimelman
DF593A9534CD450...

Director

Copy of the signed and fully approved By-Laws provided to Corporations Canada on the _____ day of _____, 2026. (Required to be deposited within one year of approval).

APPENDIX A

FORM OF PROXY[4]

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements:

(a) it must indicate, in bold-face type:

(i) the meeting at which it is to be used;

(ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and

(iii) instructions on the manner in which the Member may appoint the proxy holder;

(b) contain a designated blank space for the date of the signature;

(c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;

(d) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors;

(e) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and

(f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (ii) or (iii) with respect to any matter to be acted on, the membership is to be voted accordingly.

[4] These requirements are set out section 74 of the Regulations to the Act and cannot be changed.