**DECLARATION BY SHAREHOLDER** made as of this 20th day of January 2023

**BY: REGINALD WEISER (also known as Reg Weiser)**, of Westmount, Quebec (hereinafter referred to as “**Reg**” or the “**Shareholder**”), the sole shareholder of Positron Industries Holding Corporation, a corporation duly incorporated under the laws of Canada;

**WHEREAS** Positron Industries Holding Inc. (the “Corporation”) was incorporated under the

*Canada Business Corporations Act* on October 26, 1993;

**WHEREAS** Reg is the sole shareholder of the Corporation;

**WHEREAS** the Shareholder has made this Declaration in order to record the manner in which the directors of the Corporation shall be elected;

**WHEREAS** notice of this Declaration is hereby given to the Corporation so that it may have full notice of the arrangements set forth herein and agree to so act as to cause or permit, as the case may be, the provisions of this Declaration to be carried out and enforced;

# NOW THEREFORE THIS DECLARATION WITNESSETH:

1. **BOARD OF DIRECTORS**
	1. The Board of Directors of the Corporation shall be composed of one (1) director.
	2. At all times, the sole Shareholder shall have the right to be represented on, and have elected to, the Board of Directors of the Corporation, one nominee.

The first nominee appointed by Reg shall be Reginald Weiser.

* 1. If a vacancy on the Board of Directors arises due to the inability of Reg to act for any reason whatsoever, including death or incapacity, in accordance with section 1.2 hereof, such vacancy shall be filled by the appointment of Robie Hockenstein, CPA, MBA as director.
	2. In my capacity as sole shareholder of the Corporation, I hereby resolve that Robie Hockenstein, CPA, MBA is elected as director of the Corporation effective upon Reginald Weiser being unable or ceasing to act as director of the Corporation for any reason whatsoever, provided that the said Robie Hockenstein is employed by the Corporation or any of its subsidiaries or affiliates at such time. I further authorize the said Robie Hockenstein to sign such documents and do such things as may be necessary or useful to give effect to the foregoing, including, without limitation, giving notice of the change of directors.

# MANAGEMENT

* 1. I hereby appoint the director of the Corporation elected in accordance with sections 1.2 and

1.3 above to act as President of the Corporation and to supervise and manage all aspects of the Corporation’s business without any restrictions thereon.

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# GENERAL PROVISIONS

* 1. **Applicable Law** This Declaration shall be governed by and construed in accordance with the laws of the Province of Quebec.
	2. **Severability** If any covenant, term or provision hereof is determined to be void or unenforceable in whole or in part, it shall not be deemed to affect or impair the validity of any other covenant, term or provision of this Declaration, and all sections, subsections, paragraphs and subparagraphs hereof are declared to be separate and distinct covenants, terms or provisions, as the case may be.
	3. **Headings** The headings contained in this Declaration are for reference purposes only and shall not affect the meaning or interpretation of this Declaration.
	4. **Gender, Etc.** In construing this Declaration, words in the singular shall include the plural and vice-versa, and words importing the feminine shall include the masculine and the neuter and vice-versa, and words importing persons shall include corporations and vice-versa. Words such as “hereunder”, “hereto”, “hereof” and “herein”, and other words commencing with “here”, shall unless the context clearly indicates the contrary, refer to the whole of this Declaration and not to any particular section or part thereof.
	5. **Amendments** This Declaration may be amended only by the sole Shareholder at any time.
	6. **Binding Effect** The present Declaration shall be and remain binding on the Shareholder and the Corporation and their heirs, legal representatives, successors and assigns.
	7. **Language** The Parties have requested that this Declaration be written in the English language. *Les Parties reconnaissent avoir demandé que la présente soit rédigée en langue anglaise.*

**IN WITNESS WHEREOF** the sole Shareholder has signed this Declaration in the City of Montreal, Province of Quebec, on the date first hereinabove mentioned.

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| **Witness** |  | **REGINALD WEISER** |

Notice of the above Declaration is acknowledged by Positron Industries Holding Corporation.

Per: Reginald Weiser