

**ALZAI HEALTH CORP.**

**DIRECTORS' CONSENT RESOLUTIONS**

The undersigned, being all of the directors of **ALZAI HEALTH CORP.** (the “**Corporation**”), hereby consent to and adopt in writing to the following resolutions as of April 15, 2026:

**I. CONFIRMATION OF OFFICERS AND APPOINTMENT OF THE CORPORATE SECRETARY**

**WHEREAS:**

- A. the election and approval of Dr. Amir Glik as Chief Medical Officer (“**CMO**”) of the Corporation has not been properly recorded in the records of the Corporation;
- B. in connection with listing on the TSX Venture Exchange (the “**TSXV**”), the Corporation wishes to appoint Israel Messer as Corporate Secretary, in addition to his role as Chief Financial Officer; and
- C. the board of directors of the Corporation (the “**Board**”) has determined that it is in the best interests of the Corporation to ratify and approve the appointing of Dr. Amir Glik as CMO, to appoint Israel Messer as Corporate Secretary and to confirm the current officers of the Corporation.

**RESOLVED THAT:**

- 1. despite any inadvertent defects in the records of the Corporation, and for greater certainty, the appointment of Dr. Amir Glik as CMO effective November 15, 2024, is authorized, approved, ratified and confirmed;
- 2. Israel Messer is hereby appointed Corporate Secretary of the Corporation to hold office at the pleasure of the Board, effective immediately; and
- 3. the following individuals are confirmed to hold the office or offices of the Corporation set opposite their names, to hold office until they resign or are removed, or until their respective successors are appointed:

<b>Name</b>	<b>Title(s)</b>
Hayim Raclaw	Chief Executive Officer
Roy Kait	Chief Revenue Officer
Dr. Amir Glik	Chief Medical Officer
Israel Messer	Chief Financial Officer, Corporate Secretary

## **II. ADOPTION OF REVISED CORPORATE GOVERNANCE POLICIES**

### **WHEREAS:**

- A. in connection with the initial public offering of units of the Corporation (the “**Offering**”), the Corporation previously approved a Board of Directors Mandate, Audit Committee Charter, Corporate Disclosure Policy and Insider Trading and Blackout Policy (collectively, the “**Policies**”);
- B. in connection with listing on the TSXV, the Corporation has amended and restated the Policies to align them with TSXV requirements;
- C. the Board has been provided with copies of the Policies attached hereto as Schedule “A” for their review, and if thought fit, approval; and
- D. the Board has determined it is in the best interests of the Corporation to approve and adopt the Policies.

### **RESOLVED THAT:**

- 1. the Policies, substantially in the form attached hereto as Schedule “A”, are hereby adopted and approved.

## **III. ADOPTION OF AMENDED AND RESTATED EQUITY INCENTIVE PLAN**

### **WHEREAS:**

- A. on March 19, 2025, the Corporation approved an equity incentive plan (the “**Plan**”) providing for the granting of options, deferred share units, restricted share units, performance share units and other awards based in whole or in part by reference to the common shares in the authorized share structure of the Company (collectively, the “**Awards**”) to eligible persons as set out in the Plan;
- B. in connection with the listing on the TSXV, the Corporation wishes to amend and restate the Plan (the “**Amended and Restated Plan**”);
- C. the Board has been provided with a copy of the Amended and Restated Plan attached hereto as Schedule “B” for their review, and if thought fit, approval; and
- D. the Board has determined it is in the best interests of the Corporation to approve and adopt the Amended and Restated Plan.

### **RESOLVED THAT:**

- 1. the Amended and Restated Plan, substantially in the form attached hereto as Schedule “B”, is hereby adopted and approved as the equity compensation plan of the Corporation, replacing and superseding any prior plans;
- 2. for greater clarity, the sub-plan entitled “Sub-Plan for Israeli Participants” (the “**Sub-Plan**”) shall remain in effect and issuances of Awards to employees of the Corporation’s

Israeli resident subsidiary shall be made pursuant to the Amended and Restated Plan and the Sub-Plan; and

3. the Amended and Restated Plan shall become effective as of the date of the filing of the Final Prospectus.

#### **IV. APPROVAL OF AMENDED AND RESTATED CONVERTIBLE DEBENTURE AND SECOND AMENDED AND RESTATED CONVERTIBLE DEBENTURE**

##### **WHEREAS:**

- A. the Corporation is indebted in the aggregate principal amount of \$666,600.00 to KW Capital Partners Limited (“KW”) pursuant to the terms and conditions of a senior convertible debenture certificate issued on November 27, 2025 (the “**Original Debenture**”);
- B. on April 13, 2026, the Corporation amended and restated the Original Debenture on the terms and conditions set forth in an amended and restated senior convertible debenture certificate dated April 13, 2026 (the “**Amended Debenture**”);
- C. on April 15, 2026, the Corporation entered into an amending agreement with KW to increase the principal amount outstanding under the Amended Debenture and to extend the maturity date of the Amended Debenture to October 14, 2027, and issued a second amended and restated senior convertible debenture certificate dated April 15, 2026 (the “**Second Amended Debenture**”); and
- D. the Board has been provided with copies of the Amended Debenture and Second Amended Debenture for their review, and if thought fit, approval;

##### **RESOLVED THAT:**

1. the Amended Debenture and Second Amended Debenture, substantially in the forms presented to the Board, and the performance of the Corporation’s obligations thereunder, are hereby ratified, confirmed, authorized and approved.

#### **V. MISCELLANEOUS ACTS AND DOCUMENTS**

##### **RESOLVED THAT:**

1. any one or more of the directors and officers of the Corporation is hereby authorized for and on behalf of the Corporation to take all action, to do all such things and to execute, originally or mechanically, under the common seal of the Corporation or otherwise, and to deliver or cause to be delivered in the name of and on behalf of the Corporation all documents as such director or officer may deem necessary or desirable in connection with the matters referred to in the foregoing resolutions and the execution of any such document by any one or more of the directors or officers of the Corporation shall be conclusive proof of such person’s authority to act on behalf of the Corporation; and
2. all acts performed and any documents executed, delivered, filed or registered prior to the date of these resolutions by any one or more of the Corporation relating to matters dealt with in these resolutions are approved, ratified and confirmed.

**[*Signature page follows.*]**

These resolutions may be executed in any number of original, facsimile or electronic (pdf) counterparts. Each such counterpart shall be deemed to be an original and all such counterparts together shall constitute one and the same document.

*Hayim Raclaw*  
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**HAYIM RACLAW**

*Roy Kait*  
\_\_\_\_\_  
**ROY KAIT**

*Amir Glik*  
\_\_\_\_\_  
**AMIR GLIK**

*Mark Goldhar*  
\_\_\_\_\_  
**MARK GOLDHAR**

*Faizaan Lalani*  
\_\_\_\_\_  
**FAIZAAN LALANI**

**SCHEDULE "A"**

**THE POLICIES**

(See attached.)

**SCHEDULE "B"**  
**AMENDED AND RESTATED PLAN**

(See attached.)