

ANDLAUER HEALTHCARE GROUP INC.

Annual Meeting of Shareholders

May 4, 2023 at 10:00 AM (Toronto time)

RULES OF CONDUCT AND PROCEDURES

Welcome to the annual meeting (the “**Meeting**”) of shareholders of Andlauer Healthcare Group Inc. (the “**Company**”). It is our desire to conduct a fair and informative Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. The Company’s bylaws describe requirements for meetings of our shareholders and the Chair of the Meeting will conduct the Meeting consistent with those requirements.
2. Because this is a meeting of our shareholders, only our shareholders are permitted to ask questions during the Meeting. You need to have held shares as of the close of business on the record date of March 7, 2023 in order to vote or submit questions while participating in the virtual Meeting. To vote or submit questions, please login as a Shareholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Meeting, your vote has been received by the Company’s scrutineer and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote.
3. We will strictly follow the Agenda as we conduct the Meeting.
4. If a shareholder has a question about one of the matters in the Agenda to be voted on by the shareholders at the Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Meeting for consideration. We will answer questions on any matters in the Agenda to be voted on by the shareholders at the Meeting before the voting is closed.
5. Following adjournment of the formal business of the Meeting, management will give a presentation about the Company’s business. At the conclusion of this presentation, the Company will address appropriate general questions from shareholders regarding the Company. Such questions may be submitted in the field provided in the web portal during the Meeting.
6. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to three questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
7. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Meeting;
 - related to material non-public information of the Company;
 - related to personal grievances;
 - derogatory references to individuals or that are otherwise in bad taste;
 - repetitious statements already made by another shareholder;
 - in furtherance of the shareholder’s personal or business interests; or
 - out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or Corporate Secretary in their reasonable judgment.
8. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting Investor Relations at investor.relations@andlauer.ca.
9. Recording of the Meeting is prohibited. A webcast playback will be available 24 hours after the completion of the Meeting at www.virtualshareholdermeeting.com/AND2023.

Thank you for your cooperation and for joining the Meeting.