NOTICE OF CHANGE IN CORPORATE STRUCTURE
PURSUANT TO
SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

Item 1: Name of the Parties to the Transaction

Pathway Health Corp. (formerly Colson Capital Corp.) (the "**Issuer**")

Pathway Health Services Corp. (formerly Pathway Health Corp.) ("**Old Pathway**")

Item 2: Description of the Transaction

On May 31, 2021, the Issuer completed its previously announced "Qualifying Transaction", as defined under Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"). The Qualifying Transaction was effected through a share exchange (the "**Share Exchange**") on the terms and conditions as set out in the share exchange agreement dated January 29, 2021, as amended on April 30, 2021, among the Issuer, Old Pathway and the shareholders of Old Pathway.

Prior to closing the Qualifying Transaction, the Issuer consolidated its issued and outstanding common shares on a one post-consolidation common share to 2.941 pre-consolidation common share basis (each post-consolidation common share, a "**Common Share**") and changed its name from "Colson Capital Corp." to "Pathway Health Corp.". The Issuer has also changed its financial year end from March 31, to December 31, to align with the financial year end of Old Pathway.

Pursuant to the Share Exchange, the Issuer acquired all of the issued and outstanding shares of Old Pathway in exchange for Common Shares in the capital of the Issuer. As a result of the Qualifying Transaction, Old Pathway became a wholly-owned subsidiary of the Issuer. An aggregate of 90,252,819 Common Shares were issued to former shareholders of Old Pathway in connection with the Qualifying Transaction, including 27,600,000 Common Shares to former holders of subscription receipts of Old Pathway ("**Subscription Receipts**"). Upon completion of the Qualifying Transaction, including the conversion of the Subscription Receipts, the issued and outstanding share capital of the Issuer consists of 93,108,990 Common Shares.

The Common Shares of the Issuer are expected to resume trading on the Exchange under the symbol "PHC" on or about June 10, 2021 and the Issuer will be classified as a Tier 2 issuer pursuant to Exchange policies.

Item 3: Effective Date of Transaction

May 31, 2021.

Item 4: Names of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Party

Not applicable.

Item 5: Date of Reporting Issuer's First Financial Year-End Subsequent to the Transaction (if paragraph (a) or subparagraph (b)(ii) of s.4.9 applies)

The Issuer's first year-end following the transaction is December 31, 2021.

Item 6: Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

For the transition year, the Issuer will file the following interim and annual financial statements:

- Interim financial statements for the three and six month period ending June 30, 2021;
- Interim financial statements for the three and nine month period ending September 30, 2021; and
- Audited annual financial statements for the year ended December 31, 2021.

Item 7: Documents Filed Under NI 51-102 that Described the Transaction and Where Those Documents Can be Found in Electronic Format (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

Details of the transaction can be found in the following documents:

- News release of the Issuer dated November 30, 2020;
- Material change report for the Issuer dated December 3, 2020;
- News release of the Issuer dated February 2, 2021;
- Material change report for the Issuer dated February 18, 2021;
- News release of the Issuer dated March 16, 2021;
- Management information circular of the Issuer dated March 5, 2021;
- News release of the Issuer dated May 31, 2021; and
- Material change report of the Issuer dated June 7, 2021

each of which has been electronically filed with the Canadian securities regulators and is available on SEDAR at www.sedar.com under the Issuer's profile. The Qualifying Transaction is also described in the filing statement dated May 31, 2021 prepared in connection with the transaction, which is available on the Issuer's SEDAR profile.