



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attachment.

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attachment.

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attachment.

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ Dennis Turpin Date ▶ April 6th, 2026

Print your name ▶ Dennis Turpin Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kendall R. Fisher		<u>April 6, 2026</u>		<u>P01980923</u>
	Firm's name ▶ <u>Dorsey &amp; Whitney LLP</u>	Firm's EIN ▶ <u>41-0223337</u>		Phone no. <u>(206) 903-8793</u>	
Firm's address ▶ <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104</u>					

## **Devonian Health Group Inc.**

### **Attachment to Form 8937 – Part II**

#### **Report of Organizational Actions Affecting Basis of Securities (the Reverse Split)**

**Consult your own tax advisor:** The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Reverse Split (as defined below) on the tax basis of common shares of Devonian Health Group Inc., a corporation formed under the laws of the Province of Québec, Canada (“Devonian”, or the “Company”), in the hands of holders of common shares of the Company (“Company Shares”) who are U.S. taxpayers (“U.S. Shareholders”). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Devonian does not provide tax advice to its shareholders. You should consult your own tax advisors regarding the particular consequences of the Reverse Split to you, including the applicability and effect of all U.S. federal, state and local tax laws as well as non-U.S. tax laws.

For additional information on the Reverse Split, please read the press release of Devonian dated as of January 20, 2026 (the “Release”), which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **Part II Item 14. (Description of organizational action)**

On January 22, 2026, Devonian effected a reverse stock split whereby it consolidated every existing sixty (60) Company Shares into one (1) new Company Share (the “Reverse Split”). No shareholder received a fractional Company Share pursuant to the Reverse Split. Instead, if the Reverse Split would have resulted in a shareholder receiving fractional Company Shares, the number of Company Shares issued to such shareholder was either rounded up to the nearest whole number of Company Shares if the fraction was at least half (0.5) of a Company Share, or rounded down to the nearest whole number of Company Shares if the fraction was less than half (0.5) of a Company Share, as applicable. No cash was received by any shareholder in lieu of a fractional Company Share pursuant to the Reverse Split.

U.S. Shareholders should review the Release and consult with their own tax advisors regarding the tax consequences of the Reverse Split to them in light of their own particular circumstances.

#### **Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)**

Devonian intends that the exchange by U.S. Shareholders of their existing Company Shares for new Company Shares pursuant to the Reverse Split be treated for U.S. federal income tax purposes as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), but Devonian provides no assurances in this regard. Provided the Reverse Split qualifies as a tax-deferred exchange under Code Section 1036 and/or Code Section

368(a)(1)(E), a U.S. Shareholder should have the same tax basis and holding period in such shareholder's post-Reverse Split Company Shares as such shareholder had in its pre-Reverse Split Company Shares exchanged therefor pursuant to the Reverse Split, as adjusted for any whole Company Share received in lieu of a fractional Company Share or any fractional Company Share that was rounded down to the nearest whole Company Share, as applicable. However, U.S. Shareholders will be required to allocate the aggregate tax basis of each block of their existing Company Shares held immediately prior to the Reverse Split among the new Company Shares held immediately after the Reverse Split, as adjusted for any whole Company Share received in lieu of a fractional Company Share or any fractional Company Share that was rounded down to the nearest whole Company Share, as applicable, such that the per-share tax basis in each post-Reverse Split Company Share is equal to 6000% of the tax basis in a pre-Reverse Split Company Share, as adjusted for any whole Company Share received in lieu of a fractional Company Share or any fractional Company Share that was rounded down to the nearest whole Company Share, as applicable.

Notwithstanding the foregoing, the U.S. federal income tax consequences of the receipt of an additional fraction of a Company Share are not clear. A U.S. Shareholder who receives one whole Company Share in lieu of a fractional Company Share may nevertheless recognize income or gain in an amount not to exceed the excess of the fair market value of such Company Share over the fair market value of the fractional Company Share to which such U.S. Shareholder was otherwise entitled pursuant to the Reverse Split.

Further, the U.S. federal income tax consequences are also not clear with respect to a fractional Company Share that has been rounded down to the nearest whole Company Share. Each U.S. Shareholder that would have received a fractional Company Share had such fractional Company Share not otherwise been rounded down to the nearest whole Company Share pursuant to the Reverse Split should consult its own tax advisors regarding whether to allocate such U.S. Shareholder's aggregate tax basis in its existing Company Shares immediately prior to the Reverse Split entirely to its new Company Shares immediately after the Reverse Split or, alternatively, whether such U.S. Shareholder should allocate a portion of such aggregate tax basis to the fractional Company Share which it would have received had its Company Shares not been rounded down to the nearest whole Company Share pursuant to the Reverse Split and recognize a loss on such fractional Company Share equal to the tax basis so allocated.

If a U.S. Shareholder held different blocks of Company Shares (i.e., Company Shares acquired at different times or at different prices) at the time of the Reverse Split, such U.S. Shareholder should consult its own tax advisor with respect to the determination of the tax bases of particular Company Shares held following the Reverse Split.

#### **Part II Item 16. (Description of the calculation of the change in basis)**

Provided the Reverse Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above

regarding fractional Company Shares, while the per-share tax basis is impacted, the tax basis of each shareholder's total investment should generally remain the same. The post-Reverse Split per-share tax basis should be equal to the pre-Reverse Split aggregate tax basis in each sixty (60) Company Shares held, as adjusted for any whole Company Share received in lieu of a fractional Company Share or any fractional Company Share that was rounded down to the nearest whole Company Share, as applicable. This results in an increased per-share tax basis for the fewer number of Company Shares held, as adjusted for any whole Company Share received in lieu of a fractional Company Share or any fractional Company Share that was rounded down to the nearest whole Company Share, as applicable.

**Part II Item 17. (List of applicable Code sections)**

Provided the Reverse Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 305(a), 307(a), 354, 358, 368(a)(1)(E), 1036 and 1223.

**Part II Item 18. (Recognition of loss)**

Provided the Reverse Split qualifies as a tax-deferred exchange under Code Section 1036 and/or a tax-deferred recapitalization under Code Section 368(a)(1)(E), and subject to the discussion above regarding fractional Company Shares, U.S. Shareholders should generally not recognize any loss pursuant to the Reverse Split.

**Part II Item 19. (Other information)**

The Reverse Split was effective on January 22, 2026. For a U.S. Shareholder which participated in the Reverse Split whose taxable year is a calendar year, the reportable tax year is 2026.