

THIS AMENDING AGREEMENT is dated effective the 1st day of September, 2023 (the “Agreement”).

BETWEEN:

ALBERTA HEALTH SERVICES

(“AHS”)

- and -

MILLER SMITH PROFESSIONAL CORPORATION

(the “Operator”)

(collectively, the “Parties” and each of them, a “Party”)

RECITALS:

- A. The Parties have entered into an Agreement for the Provision of Facility Services Relating to Oral and Maxillofacial Surgical Services, dated July 1, 2019 with Ministerial Order #604/2019 referenced as CLM204843, as amended by agreements dated October 15, 2020 with Ministerial Order #600/2020, and Ministerial Approval on January 20, 2021 and September 1, 2021 (the “Initial Agreement”).
- B. The Parties wish to amend the Initial Agreement on the terms and subject to the conditions set forth in this Agreement.

NOW THEREFORE for good and valuable consideration, the adequacy of which is hereby acknowledged, the Parties hereby agree on the terms and subject to the conditions set forth in this Agreement as follows:

**ARTICLE 1
MINISTERIAL APPROVAL**

- 1.1 It is an express condition precedent to this Agreement having any force or effect that the Minister of Health for Alberta shall have approved this Agreement. If this condition is not fulfilled as at the date of this Agreement then, notwithstanding any other provision to the contrary, this Agreement shall not come into effect unless and until the Minister of Health for Alberta’s said approval is granted and neither Party shall have rights or obligations relative to this Agreement until that time.

**ARTICLE 2
AMENDMENTS**

2.1 Amendments to Initial Agreement

- (a) The cover page of the Initial Agreement is hereby deleted and replaced with the new cover page which is attached to this Agreement as Schedule “A”.
- (b) The definition “Facility” is hereby deleted from Schedule “A” and, to be added in alphabetical order, is replaced with the following definition:

“Facility” means the Operator’s facility located at #10125 - 10201 Southport Rd SW Calgary, Alta T2W 4X9 or #350 - 7 Mahogany Plaza S.E. Calgary, AB T3M 2P8 and #2000 – 28 Kingsview Road SE, Airdrie, Alberta T4A 0A7.

ARTICLE 3 GENERAL

3.1 Capitalized Terms

Unless otherwise defined, the capitalized terms used in this Agreement have the respective meanings ascribed to them in the Initial Agreement.

3.2 Effect of Agreement

Other than as expressly provided for herein, this Agreement does not serve to amend any terms or conditions of the Initial Agreement, the terms and conditions of which shall remain in full force and effect otherwise unamended. This Agreement is entered into as a supplementary document to the Initial Agreement and is subject to the other terms and conditions of the Initial Agreement and, in particular, all provisions and terms of general interpretation, construction and application (including but not limited to those relating to governing law, amendments, enurement, calculation of time periods and dispute resolution) are hereby incorporated by reference and deemed to be made a part hereof.

3.3 Entire Agreement

This Agreement and the Initial Agreement and any other agreements and documents that have been, or are required or contemplated to be, delivered pursuant hereto or thereto constitute the entire agreement between the Parties, setting out all the covenants, warranties, representations, conditions, understandings and agreements between the Parties pertaining to the subject matter of the Initial Agreement, and supersede all prior agreements, understandings, negotiations and discussions, whether oral or written.

3.4 Further Assurances

Each party shall, with reasonable diligence, do all such things, provide all such reasonable assurances and execute and deliver such further documents or instruments as may be required by the other party in order to give effect to and carry out the provisions of this Agreement or which otherwise may be reasonably necessary or desirable to effect the purpose of this Agreement.

3.5 Execution in Counterparts

This Agreement may be executed by the parties in counterparts and may be executed and delivered by facsimile or other means of electronic transmission and all such counterparts shall together constitute one and the same agreement.

IN WITNESS WHEREOF the parties have caused this Agreement to be executed by their duly authorized representatives as of the dates set forth below.

ALBERTA HEALTH SERVICES

By: *Original Signed*

Name:

Title:

Date:

By: *Original Signed*

Name:

Title:

Date:

MILLER SMITH PROFESSIONAL CORPORATION

By: *Original Signed*

Name:

Title:

Date:

CPSM

COPY

SCHEDULE "A"



**AGREEMENT FOR THE PROVISION OF
FACILITY SERVICES RELATING TO
ORAL AND MAXILLOFACIAL SURGERY**

BETWEEN

ALBERTA HEALTH SERVICES

- and -

MILLER SMITH PROFESSIONAL CORPORATION

Facility Addresses:

#10125 – 10201 Southport Rd SW Calgary, Alta T2W 4X9

#350 – 7 Mahogany Plaza S.E. Calgary, AB T3M 2P8

#2000 – 28 Kingsview Road SE, Airdrie, Alberta T4A 0A7