

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). They may not be offered or sold in the United States or to or for the account or benefit of a U.S. person or a person in the United States. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy these securities in the United States or to any U.S. person. “United States” and “U.S. person” have the meanings assigned in Regulation S under the U.S. Securities Act.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from CloudMD Software & Services Inc., Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2, Telephone: 514-616-5356, and are also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS

New Issue

November 2, 2020



CLOUDMD SOFTWARE & SERVICES INC.

\$32,400,000

13,500,000 Common Shares

Price: \$2.40 per Common Share

This short form prospectus (the “**Prospectus**”) qualifies the distribution of 13,500,000 common shares (the “**Offered Shares**”) issued from treasury (the “**Offering**”) of CloudMD Services & Software Inc. (the “**Company**” or “**CloudMD**”) at a price of \$2.40 per Offered Share (the “**Offering Price**”) for total gross proceeds of \$32,400,000.

The Offering is made pursuant to an underwriting agreement (the “**Underwriting Agreement**”) dated October 23, 2020 among the Company and Canaccord Genuity Corp. (“**Canaccord**”) and Beacon Securities Limited (together with Canaccord, the “**Co-Lead Underwriters**”), as co-lead underwriters and co-book runners, on their own behalf and on behalf of a syndicate of underwriters, including Echelon Wealth Partners Inc. (together with the Co-Lead Underwriters, the “**Underwriters**”). The Offering Price was determined by negotiation between the Company and the Co-Lead Underwriters, on their own behalf

and on behalf of the Underwriters, with reference to the prevailing market price of the common shares of the Company (“**Common Shares**”) on the TSX Venture Exchange (the “**TSXV**”).

The Company’s outstanding Common Shares are listed and posted for trading on the TSXV under the symbol “DOC”, on the OTCQB under the symbol “DOCRF” and on the Frankfurt Stock Exchange (the “**FSE**”) under the symbol “6PH”. On October 16, 2020, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares on the TSXV, the OTCQB and the FSE was \$2.71, US\$2.05 and €1.78, respectively. On October 30, 2020, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSXV, the OTCQB and the FSE was \$2.78, US\$2.06 and €1.80, respectively.

	<u>Price to the Public</u>	<u>Underwriters’ Fee⁽¹⁾⁽³⁾</u>	<u>Net Proceeds to the Company⁽²⁾</u>
Per Offered Share.....	\$2.40	\$0.168	\$2.232
Total.....	\$32,400,000	\$2,268,000	\$30,132,000

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- (1) Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a cash commission equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option (as defined herein) (the “**Underwriters’ Fee**”). As additional compensation, the Company has agreed to issue to the Underwriters such number of non-transferable compensation options (the “**Compensation Options**”) as is equal to 7% of the aggregate number of Offered Shares sold under the Offering, including any Additional Shares (as defined below) sold upon exercise of the Over-Allotment Option (as defined below). Each Compensation Option will entitle the Underwriters to purchase one Common Share (each, an “**Underwriters’ Share**”) at an exercise price of \$2.40 per Underwriters’ Share for a period of 24 months from the date of issuance of the Compensation Option. This Prospectus qualifies the distribution of the Compensation Options. See “Plan of Distribution”.
 - (2) After deducting the Underwriters’ Fee but before deducting the expenses of the Offering, which are estimated to be \$250,000, which, together with the Underwriters’ Fee, will be paid out of the gross proceeds of the Offering.
 - (3) The Underwriters have been granted an over-allotment option (the “**Over-Allotment Option**”) to purchase from the Company up to an additional 2,025,000 Common Shares of the Company (the “**Additional Shares**”), on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time not later than the 30th day after the Closing Date for additional gross proceeds of up to \$4,860,000. If the Over-Allotment Option is exercised in full for 2,025,000 Additional Shares, the total “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds to the Company” will be \$37,260,000, \$2,608,200 and \$34,651,800, respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “Plan of Distribution”.

The following table sets out the number of securities that may be issued by the Company pursuant to the Compensation Options and the Over-Allotment Option:

Underwriters’ Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Compensation Options ⁽¹⁾	945,000 Underwriters’ Shares ⁽¹⁾	Exercisable for a period of 24 months following the Closing Date	\$2.40 per Underwriters’ Share
Over-Allotment Option	Option to acquire up to 2,025,000 Additional Shares	Not later than the 30 th day after the Closing Date	\$2.40 per Additional Share

(1) If the Over-Allotment Option is exercised in full for 2,025,000 Additional Shares, the total “Number of Securities Available” will be 1,086,750 Underwriters’ Shares.

Unless the context otherwise requires, when used herein, all references to “Offering” and “Offered Shares” include the Additional Shares issuable upon exercise of the Over-Allotment Option.

The Underwriters, as principal, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to approval of certain legal matters relating to the Offering on behalf of the Company by McMillan LLP and on behalf of the Underwriters by Bennett Jones LLP.

An investment in the Offered Shares involves a high degree of risk. Prospective investors should consider the risk factors described under “Risk Factors” in this Prospectus and in the Company’s Annual Information Form (as defined herein), which is incorporated herein and can be found on SEDAR at www.sedar.com, before purchasing the Offered Shares.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Offered Shares at such price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the proceeds paid by the Underwriters to the Company. See “Plan of Distribution”.

Subject to applicable laws and in connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

The TSXV has conditionally approved the listing of the Offered Shares and the Underwriters’ Shares. Listing will be subject to the Company fulfilling all of the requirements of the TSXV.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about November 9, 2020 or such later date as may be agreed upon by the Company and the Underwriters (the “**Closing Date**”); however, the Offered Shares are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

Other than pursuant to certain exceptions, the Offered Shares will be available for delivery in the book-based system through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee and will be deposited with CDS on the Closing Date in electronic form. A purchaser of Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS participant (a “CDS Participant”) through which the Offered Shares are purchased. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. Purchasers who are not issued certificates evidencing the Offered Shares which are subscribed for by them at closing are entitled, under the *Business Corporations Act* (British Columbia), to request that certificates be issued in their name. Such a request will need to be made through the CDS Participant through whom the beneficial interest in the securities is held at the time of the request.

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus. The Company and the Underwriters have not authorized anyone to provide prospective investors with information different from that contained or incorporated by reference in this Prospectus. The Underwriters are offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons to whom, offers and sales are lawfully permitted. Readers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the cover page of this Prospectus.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Offered Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Offered Shares.

Unless otherwise indicated, all references to dollar amounts in this Prospectus are to Canadian dollars.

The Company’s head office is located at Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company’s registered office is located at Suite 1500-1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

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GENERAL MATTERS

In this Prospectus, references to “CloudMD”, the “Company”, “we”, “us” and “our” refers, collectively, to CloudMD Software & Services Inc. and its subsidiaries.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains certain statements, which may constitute “forward-looking information” within the meaning of Canadian securities law requirements (“**forward-looking statements**”). These forward-looking statements are made as of the date of this Prospectus. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect Company management’s expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “pipeline”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including “may”, “future”, “expected”, “intends” and “estimates”. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Certain forward-looking statements in this Prospectus include, but are not limited to the following:

- the Company’s strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company’s plans to grow sales and offer new products;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technologies companies specifically;
- the expected demand for the Company’s services;
- the Company’s future cash requirements;
- the completion of proposed acquisitions and/or investments in companies and businesses; and
- the timing, pricing, completion, regulatory approval of proposed financings.

The above and other aspects of the Company’s anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. In making the forward-looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to (i) general business and economic conditions; (ii) the Company’s ability to grow and make acquisitions; (iii) the Company’s ability to successfully execute its plans and intentions; (iv) the availability of financing on reasonable terms; (v) the Company’s ability to attract and retain skilled staff; (vi) market

competition; (vii) the products and technology offered by the Company's competitors; (viii) the maintenance of the Company's current good relationships with its suppliers, service providers and other third parties; (ix) financial results, future financial position and expected growth of cash flows; (x) business strategy, including budgets, projected costs, projected capital expenditures, taxes, plans, objectives, potential synergies and industry trends; (xi) expectations concerning the size and growth of the telemedicine market; and (xii) the effectiveness of the Company's products compared to its competitors' products. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", as well as the following:

- the Company is a development stage company with little operating history, a history of losses and the Company cannot assure profitability;
- the Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Company may or may not be able to successfully integrate future acquisitions;
- the Company may be unable to obtain additional financing on acceptable terms or not at all;
- the effect of the Novel Coronavirus ("**COVID-19**") outbreak on the ability of the Company to carry on business;
- the continued growth of the telemedicine market cannot be assured;
- the Company faces competition from other companies that may have a higher capitalization, more experienced management or may be more mature as a business;
- the Company is reliant on management. If the Company is unable to attract and retain key personnel, it may not be able to compete effectively;
- the industry in which the Company operates is experiencing rapid growth and consolidation that may result in the loss of key relationships with suppliers and other business contacts and intensify competition;
- the Company expects to sell additional equity securities to fund operations, capital expansion, and mergers and acquisitions, which would have the effect of diluting the ownership positions of the Company's current shareholders;
- the Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest;
- there can be no assurance that a market will continue to develop or exist for the Common Shares and, if such market continues to develop, there can be no assurance as to what the market price of the Common Shares will be;
- the market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control;
- the Company does not anticipate paying cash dividends; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

The above items are not exhaustive list of the factors that may affect any of the forward-looking statements of the Company. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Certain statements included in this Prospectus may be considered a “financial outlook” for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this Prospectus. All forward-looking statements are made as of the date of this Prospectus. Except as expressly required by applicable law, the Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this Prospectus are qualified by these cautionary statements.

CURRENCY PRESENTATION

Unless stated otherwise or as the context otherwise requires, all references to dollar amounts in this Prospectus, any Prospectus Supplement, and any other document that are incorporated by reference into this Prospectus are references to Canadian dollars, unless otherwise indicated.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) (“**Tax Act**”) and the regulations thereunder, in force as of the date hereof, the Offered Shares, if issued on the date hereof, would be qualified investments for trusts governed by a “registered retirement savings plan”, “registered retirement income fund”, “registered education savings plan”, “registered disability savings plan”, “tax-free savings account” (collectively referred to as “**Registered Plans**”) or a deferred profit sharing plan (“**DPSP**”) (as each is defined in the Tax Act), provided that the Offered Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes Tier 1 of the TSXV and the FSE) or the Company qualifies as a “public corporation” other than a “mortgage investment corporation” for the purposes of the Tax Act.

Notwithstanding the foregoing, the holder of, or annuitant or subscriber under, a Registered Plan (“**Controlling Individual**”) will be subject to a penalty tax in respect of Offered Shares held in the Registered Plan if the Offered Shares are a “prohibited investment” (as defined in the Tax Act) for the particular Registered Plan. Offered Shares generally will be a “prohibited investment” for a Registered Plan if the Controlling Individual does not deal at arm’s length with the Company for the purposes of the Tax Act or the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in the Company. In addition, the Offered Shares will not be prohibited investments if such Offered Shares are “excluded property” (as defined in subsection 207.01(1) of the Tax Act) for the Registered Plans. Persons who intend to hold the Offered Shares in a Registered Plan or DPSP should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commission in each of the provinces of Canada, except Quebec (the “Securities Commissions”), or similar authorities in Canada. Copies of the documents incorporated herein by reference may also be obtained on request without charge from CloudMD Software & Services Inc., Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2, Telephone: 514-616-5356. In addition, copies of the documents incorporated by reference herein may be obtained from the

Securities Commissions or similar authorities in the provinces and territories of Canada electronically on SEDAR, at www.sedar.com.

The following documents or portions of documents filed with the Securities Commissions or similar authorities in the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the annual information form of the Company for the year ended December 31, 2019, dated May 19, 2020 (the “**Annual Information Form**”);
- the audited consolidated financial statements of the Company, and the notes thereto for the years ended December 31, 2019 and 2018, together with the auditors’ report thereon;
- the management’s discussion and analysis of financial condition and results of operations for the year ended December 31, 2019;
- the unaudited consolidated interim financial statements of the Company, and the notes thereto for the three and six months ended June 30, 2020;
- the management’s discussion and analysis of financial condition and results of operations for the three and six months ended June 30, 2020;
- the management information circular of the Company dated October 9, 2020 distributed in connection with the Company’s annual general and special meeting of shareholders to be held on November 16, 2020;
- the statement of executive compensation of the Company dated June 22, 2020 for the year ended December 31, 2019;
- the material change report dated January 13, 2020 with respect to the closing of the acquisition of Livecare Health Canada Inc. (“**Livecare**”);
- the material change report dated January 14, 2020 with respect to the appointment of Dr. Amit Mathur to the board of directors, and grant of stock options (“**Stock Options**”) pursuant to the Company’s stock option plan;
- the material change report dated January 31, 2020 with respect to entry into a settlement agreement for the debts of wholly owned subsidiary Livecare;
- the material change report dated February 4, 2020 with respect to the appointment of Dr. Amit Mathur as President, and payment to consultants in consideration for business development services;
- the material change report dated March 2, 2020 with respect to the appointment of Gravititas Securities Inc. as sole lead agent for the private placement offering;
- the material change report dated March 19, 2020 with respect to the appointment of Mark W. Kohler to the board of directors, and the resignation of Donald Gordon from the board of directors;

- the material change report dated March 20, 2020 with respect to the closing of the first tranche of a private placement offering of units at \$0.48 per unit for gross proceeds of approximately \$2.3 million;
- the material change report dated March 25, 2020 with respect to the closing of the first tranche of a private placement offering of units at \$0.48 per unit for gross proceeds of approximately \$2.3 million;
- the material change report dated March 30, 2020 with respect to the closing of the final tranche of a private placement offering of units for gross proceeds of \$683,199.68;
- the material change report dated April 7, 2020 with respect to the engagement of Strike Communication to manage investor relations and corporate development strategies;
- the material change report dated April 29, 2020 with respect to the extension in expected filing date of the year-end statutory filings;
- the material change report dated May 6, 2020 with respect to entering into a letter of intent with Save-On-Foods and separately with Pure Integrative Pharmacy to pilot telemedicine kiosks in nine stores throughout British Columbia;
- the material change report dated May 13, 2020 with respect to the announcement of the June 2020 Offering (as defined below);
- the material change report dated May 13, 2020 with respect to increasing the size of the June 2020 Offering;
- the material change report dated May 14, 2020 with respect to the appointment of Mark Kohler as the Chairman of the board of directors of the Company;
- the material change report dated May 21, 2020 with respect to the issuance of 150,000 Common Shares to Mark Kohler, the Chairman of the board of directors of the Company;
- the material change report dated June 2, 2020 with respect to the closing of the June 2020 Offering;
- the material change report dated June 4, 2020 with respect to the listing of the Common Shares for trading on the TSXV and the delisting of the Common Shares from the Canadian Securities Exchange (the “CSE”);
- the material change report dated June 11, 2020 with respect to the entering into of a binding term sheet to acquire South Surrey Medical Inc. (“SSMI”);
- the material change report dated June 16, 2020 with respect to the entering into of a binding term sheet to acquire of a majority interest in West Mississauga Medical Ltd. (“WMML”);
- the material change report dated June 18, 2020 with respect to the appointment of Dr. Sohal Goyal as Head of Corporate Development for the Company in Ontario;
- the material change report dated July 16, 2020 with respect to the entering into of a binding term sheet to acquire Snapclarity Inc. (“Snapclarity”);

- the material change report dated July 24, 2020 with respect to the granting of stock options to a director and officers of the Company to acquire an aggregate of 700,000 Common Shares at an exercise price of \$0.70 for a five-year term;
- the material change report dated July 28, 2020 with respect to the entering into of a share purchase agreement to acquire SSMI;
- the material change report dated August 5, 2020 with respect to the closing of the acquisition of SSMI;
- the material change report dated August 6, 2020 with respect to the entering into of a binding memorandum of understanding to acquire a U.S.-based chronic care medical clinic;
- the material change report dated August 13, 2020 with respect to the appointment of Patrick Lo as a strategic advisor to the Company, the investment of \$100,000 in Privacy Horizon Inc. pursuant to a convertible debenture private placement, and the engagement of Native Ads, Inc.;
- the material change report dated August 13, 2020 with respect to the entering into of a share purchase agreement to acquire a majority interest in WMML;
- the material change report dated August 24, 2020 with respect to the entering into of a binding term sheet to acquire Re:Function Health Group Inc. (“**Re:Function**”);
- the material change report dated September 22, 2020 with respect to the closing of the September 2020 Offering (as defined below);
- the material change report dated September 24, 2020 with respect to the entering into of an amalgamation agreement to acquire Snapclarity;
- the material change report dated October 15, 2020 with respect to the issuance of 525,000 Stock Options at the exercise price of \$2.15 per Common Share exercisable for a period of five years;
- the material change report dated October 15, 2020 with respect to the completion of the acquisition of Snapclarity;
- the material change report dated October 19, 2020 with respect to the appointment of Daniel Lee as the Chief Financial Officer and Mena Beshay, the former Chief Financial Officer of the Company, as the Global Head, Corporate Development;
- the material change report dated October 21, 2020 with respect to the entering into of a binding term sheet to acquire Canadian Medical Directory (“**CMD**”);
- the material change report dated November 2, 2020 with respect to the entering into of a binding term sheet to acquire HumanaCare Inc. (“**HumanaCare**”);
- the template version of the term sheet dated October 19, 2020 filed on SEDAR in connection with the Offering (the “**Term Sheet**”); and
- the amended template version of the term sheet dated October 20, 2020 filed on SEDAR in connection with the Offering (the “**Upsize Term Sheet**”).

Material change reports (other than confidential reports), business acquisition reports, annual financial statements, interim financial statements, the associated management's discussion and analysis of financial condition and results of operations and all other documents of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and before completion or withdrawal of the Offering, will be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated by reference herein.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the statement or document that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

MARKETING MATERIALS

The Term Sheet and the Upsize Term Sheet (collectively, the “**Marketing Materials**”) are not part of this Prospectus to the extent that the contents of the Marketing Materials are modified or superseded by a statement contained in this Prospectus. The Term Sheet has been revised to reflect an increase in the number of Offered Shares offered and is superseded by the Upsize Term Sheet.

Any “template version” of any “marketing materials” (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed under the Company's profile on SEDAR at www.sedar.com after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) will be deemed to be incorporated by reference into this Prospectus.

THE COMPANY

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) on September 19, 2013 as Proelium MMA Acquisition Corp., a wholly owned subsidiary of Web Watcher Systems Ltd. (“**Web Watcher**”), a company incorporated under the BCBCA on April 6, 2010. The Company entered into a plan of arrangement with Web Watcher dated October 23, 2013, pursuant to which the Company issued 14,403,698 Common Shares to the Web Watcher shareholders during the year ended December 31, 2016 in exchange for 100 Common Shares held by Web Watcher, thereby becoming a separate entity from Web Watcher. The Company subsequently changed its name to Premier Health Services Inc. on July 9, 2015 and then to Premier Health Group Inc. on September 18, 2015. On February 19, 2020, the Company changed its name to CloudMD Software & Services Inc.

The registered and head office of the Company is located at 810 – 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

The Company's Common Shares are listed on Tier 1 of the TSXV under the trading symbol "DOC", on the OTCQB under the symbol "DOCRF" and on the FSE under the symbol "6PH". The Company is a reporting issuer in Canada in each of the provinces of Canada, except Quebec.

Intercorporate Relationships

The Company has eight wholly-owned subsidiaries: HealthVue Ventures Ltd. ("**HealthVue**"), a company incorporated under the BCBCA, Cloud Practice Inc. ("**Cloud Practice**"), a company incorporated under the BCBCA, Livecare, a corporation incorporated under the *Canada Business Corporations Act* (the "**CBCA**"), Cloverdale Pharmacy Ltd. ("**Cloverdale**"), a company incorporated under the BCBCA, Steveston Health Centre Ltd. ("**Steveston**"), a company incorporated under the BCBCA, SSMI, a company incorporated under the BCBCA, Snapclarity Inc., a corporation amalgamated under the CBCA, and Premier Podiatry LLC ("**Premier Podiatry**"). The Company also holds 87.5% of the outstanding securities of Benchmark Systems Inc. ("**Benchmark**").

On August 1, 2018, the Company acquired HealthVue, a company that provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia. HealthVue's clinics are fully digitized and inter-connected using the latest in healthcare technology. HealthVue has been one of the pioneers of incorporating bricks and mortar locations with telemedicine as a form of healthcare delivery to their patients.

On January 28, 2019, the Company acquired Cloud Practice, a technology company that offers cloud-based electronic medical records software, medical billing software and an online patient portal for medical clinics using a software as a service ("**SaaS**") model.

On July 17, 2019, the Company acquired Cloverdale and Steveston, which each operate a pharmacy based in Metro Vancouver, British Columbia (together, the "**Pharmacies**"). The Pharmacies' main business is the retailing of prescription drugs, over-the-counter drugs, and other front store items. In addition to product retailing, the Pharmacies provide clinical services such as medication reviews and compounding services.

On January 10, 2020, the Company acquired Livecare, a Canadian telehealth company founded and operated by physicians dedicated to giving patients access to quality, real-time healthcare, regardless of where they are located. Livecare offers digital technologies that connect doctors and allied healthcare providers to their patients via secure, encrypted, face-to-face video and messaging. In addition to its telemedicine platform, Livecare offers kindredPHR – a personalized health record used system used for storing, managing and sharing health information, thus allowing patients to manage their own care.

On August 5, 2020, the Company acquired SSMI, a provider of integrated medical solutions which operates with 24 healthcare professionals, including, 12 physicians across various specialities including mental health, women's health, sports medicine, gynecology and psychiatry located, in Metro Vancouver, British Columbia. SSMI services over 60,000 patients and already uses online booking, electronic medical record ("**EMR**") software and telemedicine that the Company believes will be easily integrated into the Company's software and clinic network.

On October 15, 2020, the Company acquired Snapclarity, an on-demand digital platform that provides an assessment for mental health disorders which includes a personalized care plan, access to online resources, a clinical health care team and the ability to match to the right therapists. The Snapclarity platform utilized by employers, individuals, therapists and insurers offers a continuity of care program that effectively blends the supported intervention with technology, artificial intelligence and human touch.

On October 23, 2020, the Company acquired Premier Podiatry, a U.S. based chronic care clinic.

SUMMARY DESCRIPTION OF THE BUSINESS

The Company is both a healthcare operator and technology developer, allowing the Company to combine professional health expertise with advanced digital platforms to empower physicians and patients. The Company's main revenue is generated from the operation and management of both primary care clinics and pharmacies and from the sale of healthcare software using a SaaS model.

The Company is focused on developing innovative approaches that combine human skill-based expertise with emerging technologies for the healthcare industry that will improve the efficiency of services provided by primary care clinics, make more uninsured services widely available in a responsible and curated manner, and unlock the value of technology. The Company's overarching goal is to digitize the delivery of healthcare by providing patients access to all points of their care from their phone, tablet or desktop computer.

The Company offers SaaS based health technology solutions to medical clinics across Canada and, in conjunction with its subsidiary, Cloud Practice, has developed proprietary technology that delivers quality healthcare through the combination of connected primary care clinics, telemedicine and an artificial intelligence enabled patient portal. The Company currently serves a combined ecosystem of 376 clinics, over 3,000 licensed practitioners and approximately 3,000,000 registered patients. The Company is planning to aggressively grow its patient base through acquisition and organic growth over the next 12 months. The Company is planning on acquiring, and/or partnering with, other businesses and technologies that compliment its business plan. The Company's patient-centric approach has been well received and the Company will continue to look for ways to improve access to convenient and efficient healthcare.

Recent Developments

On September 14, 2020, the Company entered into a binding term sheet with iMD Health Global Corp. ("**iMD**"), a Toronto-based ehealth software development company, focused on innovating healthcare education, pursuant to which the Company agreed to acquire all of the outstanding securities of iMD. In consideration for the acquisition of all of the outstanding securities of iMD, the Company has agreed to pay iMD shareholders aggregate consideration of \$10,000,000 payable as follows: (i) \$1,500,000 in cash, subject to a working capital adjustment; (ii) \$4,500,000 in Common Shares; and (iii) performance-based earn-outs of \$4,000,000 which is payable in Common Shares in annual issuances over a period of two years. All Common Shares issued pursuant to the acquisition of iMD will be issued at a deemed price of \$1.61 per Common Share and will be subject to certain contractual restrictions on trading for periods ranging from eight and twenty months from the date of issuance. The acquisition is subject to customary closing conditions, including the execution of a definitive acquisition agreement and receipt of TSXV approval.

On September 22, 2020, the Company completed a short form prospectus offering (the "**September 2020 Offering**") pursuant to which the Underwriters and Mackie Research Capital Corporation, on a bought deal basis, purchased 15,065,000 Common Shares at a price of \$1.38 per Common Share for aggregate gross proceeds of \$20,789,700. In connection with the September 2020 Offering, the Company issued an aggregate of 1,054,550 broker warrants to the underwriters. Each such broker warrant is exercisable to acquire one Common Share at a price of \$1.38 per Common Share until September 22, 2022.

On September 28, 2020, the Company entered into a binding term sheet with Antworks Inc. ("**Antworks**") to purchase a majority interest in Benchmark, a leading cloud-based provider of fully integrated solutions that automate healthcare workflow processes including revenue management, practice management and electronic records management. In consideration for the purchase of 87.5% of the

outstanding securities of Benchmark, the Company has agreed to pay shareholders of Antworks aggregate consideration of US\$4,375,000 payable in cash. The acquisition of Benchmark closed on October 23, 2020.

On October 15, 2020, the Company completed the acquisition of 100% of the issued and outstanding securities of Snapclarity by way of a three-cornered amalgamation. As consideration, the Company intends to issue an aggregate of 3,392,857 Common Shares at the issue price of \$0.70 per Common Share and pay to Snapclarity shareholders \$975,000 in cash. All Common Shares to be issued pursuant to the acquisition will be subject to certain contractual restrictions on trading for a period of two years. In addition, subject to the achievement of certain performance conditions in 2021 and 2022, Snapclarity may earn an additional \$3,650,000 in equity-based consideration.

On October 21, 2020, the Company entered into a binding term sheet with Owen Media Partners Inc. (“**Owen Media**”) to purchase CMD, the largest medical directory of doctors and medical professionals in Canada. In consideration for the purchase of 100% of the assets and business of CMD, the Company has agreed to pay aggregate consideration of \$1.95 million payable as follows: (i) \$250,000 in cash; (ii) \$1.35 million in Common Shares; and (iii) a performance-based earn-out of \$350,000, which is payable in Common Shares in annual issuances over a period of two years. All Common Shares issuable pursuant to the acquisition of CMD will be issued at a deemed price of \$2.35 per Common Share and have been priced by calculating the 10-day volume-weighted average trading price of Common Shares for the 10 trading days prior to the date of execution of the binding term sheet. The Common Shares will be subject to certain contractual restrictions on trading for a period of 16 months from the date of issuance. The acquisition of CMD is subject to customary closing conditions, including the execution of a definitive acquisition agreement and receipt of TSXV approval.

On October 22, 2020, the Company entered into a binding term sheet with Medical Confidence Inc. (“**Medical Confidence**”) to acquire Medical Confidence, an entity that provides access to a real time digital database of publicly available specialists and their wait times. In consideration for the purchase of 100% of the securities of Medical Confidence, the Company has agreed to pay aggregate consideration of \$6 million payable as follows: (i) \$2.25 million in cash, subject to a working capital adjustment; (ii) \$2.25 million in Common Shares; and (iii) a performance-based earn-out of \$1.5 million, which is payable 50% in Common Shares and 50% in cash in equal annual issuances over a period of two years. All Common Shares issuable pursuant to the acquisition of Medical Confidence will be issued at a deemed price of \$2.625 per Common Share and have been priced by calculating the 10-day volume-weighted average trading price of Common Shares for the 10 trading days prior to the date of execution of the binding term sheet. The Common Shares will be subject to certain contractual restrictions on trading for a period of 16 months from the date of issuance. The acquisition of Medical Confidence is subject to customary closing conditions, including the execution of a definitive acquisition agreement and receipt of TSXV approval.

On October 23, 2020, the Company completed the acquisition of 100% of the issued and outstanding securities of Premier Podiatry by way of a share purchase agreement. In consideration for the purchase of 100% of the outstanding securities of Premier Podiatry, the Company has agreed to pay shareholders aggregate consideration of US\$80,000 payable in cash.

On October 28, 2020, entered into a binding term sheet with HumanaCare to acquire 100% of the outstanding securities of HumanaCare, an integrated, employee assistance services solution which provides compassionate, holistic, physical and mental health support for employees and their family members. In consideration for the purchase of 100% of the outstanding securities of HumanaCare, the Company has agreed to pay shareholders of HumanaCare aggregate consideration of \$17.5 million payable as follows: (i) \$6.3 million in cash, subject to a working capital adjustment; (ii) \$6.825 million in Common Shares; and (iii) a performance-based earn-out of \$4.375 million, which is payable in Common Shares in equal annual issuances over a period of two years. All Common Shares issued pursuant to the acquisition of HumanaCare

will be issued at a deemed price of \$2.88 per Common Share and are priced by calculating the 10-day volume-weighted average trading price of the Common Shares for the 10 trading days prior to the execution of the binding term sheet. The Common Shares will be subject to certain contractual restrictions on trading for a period of 25 months from the date of issuance.

For more information on the business of the Company, see “General Description of the Business” in the Annual Information Form.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at June 30, 2020, the date of the Company’s most recently filed financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and the related notes and management’s discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

	As at June 30, 2020	As at June 30, 2020 after giving effect to the Offering	As at June 30, 2020 after giving effect to the Offering and the full exercise of the Over-Allotment Option
Share Capital (Common Shares - Authorized: unlimited)	\$34,406,419 113,562,211 Common Shares	\$64,538,419 127,062,211 Common Shares	\$69,058,219 129,087,211 Common Shares
Warrants	18,219,301	18,219,301	18,219,301
Compensation Options	Nil	945,000	1,086,750
Stock Options	7,642,000	7,642,000	7,642,000
Deficit	(\$12,226,250)	(\$12,226,250)	(\$12,226,250)
Shareholders’ Equity	\$25,960,761	\$56,092,761	\$60,612,561

There have been no material changes to the Company’s share and loan capitalization on a consolidated basis since June 30, 2020, except as follows:

- 1) between July 1, 2020 and the date of this Prospectus, 3,582,000 Stock Options were granted with exercise prices ranging from \$0.70 to \$2.56. See “Prior Sales”;
- 2) between July 1, 2020 and the date of this Prospectus, 1,265,750 Common Shares were issued by the Company pursuant to the exercise of Stock Options with exercise prices ranging from \$0.50 to \$0.76. See “Prior Sales”;
- 3) between July 1, 2020 and the date of this Prospectus, 6,816,175 Common Shares were issued by the Company pursuant to the exercise of warrants with exercise prices ranging from \$0.48 to \$1.38. See “Prior Sales”;
- 4) on July 31, 2020, 628,100 Common Shares were issued by the Company pursuant to the acquisition of SSML. See “Prior Sales”;
- 5) on September 22, 2020, 15,065,000 Common Shares and 1,054,550 broker warrants were issued in connection with the September 2020 Offering. See “Prior Sales”; and

- 6) on October 30, 2020, 2,803,148 Common Shares were issued pursuant to the acquisition of Snapclarity.

USE OF PROCEEDS

The estimated net proceeds to be received by the Company from the Offering, after deducting the Underwriters' Fee of \$2,268,000 and estimated expenses of the Offering of \$250,000 will be \$29,882,000. If the Over-Allotment is exercised in full, the net proceeds to the Company from the Offering, after deducting the Underwriters' Fee of \$2,608,200 and estimated expenses of the Offering of \$250,000, will be \$34,401,800. The Company intends to use the net proceeds from the Offering, including any additional proceeds received from the exercise of the Over-Allotment Option, for future acquisitions.

Pending the use of proceeds noted above, the Company intends to invest the net proceeds of the Offering in investment grade, short-term, interest bearing securities. The Chief Financial Officer of the Company is responsible for executing the Company's investment policies.

During the three and six months ended June 30, 2020, the Company had negative cash flow from operating activities, reported a net comprehensive loss of \$2,768,117 and \$4,391,111 respectively and net loss per share of \$0.03 and \$0.05 respectively. The Company anticipates it will continue to have negative cash flow from operating activities and net losses in future periods. The Company does not intend to use any of the proceeds from the Offering to fund negative cash flow from operating activities in future periods.

Acquisitions:

The Company intends to use all of the net proceeds from the Offering, including any additional proceeds received from the exercise of the Over-Allotment Option, to broaden its clinical footprint and health technology solutions. In doing so, the Company actively seeks potential acquisitions on an ongoing basis.

The Company has in the past financed its acquisitions through a combination of cash, the issuance of Common Shares and deferred acquisition costs or future earn-out payments. Over the past two years, the Company has issued securities for the following transactions:

Date of Issuance	Deemed Price Per Security	Type of Securities	Number of Securities	Reason for Issuance
January 28, 2019	\$0.76	Common Shares	3,947,368	Acquisition of Cloud Practice
July 17, 2019	\$0.7269	Common Shares	3,432,384	Acquisition of Pharmacies
January 20, 2020	\$0.465	Common Shares	1,425,041	Acquisition of Livecare
July 31, 2020	\$0.605	Common Shares	628,100	Acquisition of SSMI
October 30, 2020	\$0.70	Common Shares	2,803,148 ⁽¹⁾	Acquisition of Snapclarity

Note:

- (1) The Company will issue an additional 589,709 Common Shares pursuant to the acquisition of Snapclarity.

Working Capital

As at June 30, 2020, the Company had a working capital balance of \$12,608,911 as compared to a working capital balance of \$810,761 as at December 31, 2019. The increase in the working capital position of the Company from December 31, 2019 was attributable to the following: an increase in the cash and receivables balance of \$12,238,674, a decrease in deposits on investments of \$326,554, an increase in

prepaid expenses of \$547,172, an increase in accounts payables and accruals of 996,621, a decrease in the utilised line of credit and current portion of bank loans of \$797,197, and an increase in contingent liabilities of \$429,475.

Although the Company intends to use the proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments or unforeseen events, including developments or events resulting from the COVID-19 outbreak, as discussed below.

Business Objectives and Milestones

The Company is focused on digitizing the delivery of healthcare for patients and physicians alike to improve access to care and therefore patient outcomes. This patient centric approach has been very well received, and the Company will continue to find ways to improve access to convenient and efficient healthcare.

The Company intends to use the net proceeds of the Offering over the next 12 months towards acquisitions, including medical clinics and synergistic health technology solutions that complement the Company's underlying business plan. The Company's acquisition strategy is centered on acquiring products, capabilities, clinical specialties and technologies that are highly scalable and rapidly growing. The Company is actively seeking potential acquisition targets that are complementary to its business and digital healthcare strategy. In order to determine such targets, the Company performs comprehensive due diligence procedures with a focus on financial performance, personnel and compliance.

Specifically, the Company plans to expand its brick and mortar medical clinic footprint across Canada with an initial focus in Ontario and Alberta. In addition, the Company anticipates expanding its health technology solutions offering with a focus on patient engagement tools and EMR software.

The value of acquisitions of medical clinics and health technology solutions, such as an EMR software, depend upon their stage of development. Although the Company intends to allocate all of the net proceeds of the Offering towards future acquisitions, it cannot with any certainty predict the number of such acquisitions or the cost of such acquisitions due to the wide range of potential target companies.

Due to the COVID-19 outbreak, the Company may experience delays completing acquisitions, expanding its technology and increasing its brick and mortar footprint. In addition, the Pharmacies may experience challenges in obtaining personal protective equipment and medical supplies, and supply chain disruptions may occur, hindering the Pharmacies' ability to obtain necessary pharmaceuticals to satisfy client demand. These delays in completing acquisitions and challenges in obtaining supplies may cause the actual allocation of the net proceeds of the Offering to vary. Some employees of the Company and its subsidiaries have chosen to work from home or have taken a leave of absence; however, the Company and its subsidiaries are able to function with reduced staffing and, in the case of Cloud Practice and Livecare, work remotely. The Company is unable at this time to quantify the effect on its financial position of any such delays in the achievement of its business objectives for 2020 and 2021 that are outlined above. See below under "*Risk Factors –Ongoing Impact of COVID-19*" for a further discussion of this risk factor.

Reconciliation of Use of Proceeds from June 2020 Offering and the September 2020 Offering

The following table sets out a comparison of how the Company used the proceeds of the June 2020 Offering up to the date of this Prospectus, an explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones.

Intended Use of Proceeds of June 2020 Offering		Actual Use of Proceeds from June 2020 Offering and Explanation of Variance and impact on business objectives		(Over)/under expenditure
Acquisition	\$8,323,260	Acquisition of SSMI, Snapclarity, Benchmark and Premier Podiatry	\$7,262,149	\$1,061,111
General working capital	\$ 3,367,112	General working capital	\$1,246,040	\$2,121,072
Total	\$11,690,372	Total	\$8,508,189	\$3,182,183
Explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones		<p><u>Acquisitions:</u> Approximately 87% of the proceeds from the June 2020 Offering has been used to the date of this Prospectus for acquisitions. The Company has been actively seeking to acquire new businesses and has announced several acquisitions that are expected to close before November 30, 2020 (see table below).</p> <p><u>Working Capital:</u> Approximately five months have passed since the June 2020 offering; accordingly the use of proceeds will continue to be used for general working capital for the remainder of the 12 month period used to estimate the use of proceeds of the June 2020 Offering.</p>		

The Company allocated \$14,860,203 of the net proceeds from the September 2020 Offering towards acquisition and \$1,577,337 towards working capital. As at the date of this Prospectus, the Company has not used any of the net proceeds from the September 2020 Offering.

The following table sets out the acquisition pipeline of the Company and the cash amount (actual and anticipated) to be paid for such acquisitions.

Description	Date & Status	Cash Amount
SSMI	Closed July 31, 2020	\$200,000 (paid)
Snapclarity	Closed October 15, 2020	\$975,000 (paid)
Benchmark	Closed October 23, 2020	\$5,939,463(paid)
Premier Podiatry	Closed October 23, 2020	\$147,686 (paid)
WMMC	Binding term sheet signed and closing planned before November 15, 2020	\$140,000
Re:Function	Binding term sheet signed and closing planned before November 15, 2020	\$3,000,000
iMD	Binding term sheet signed and closing planned before November 15, 2020	\$1,500,000
CMD	Binding term sheet signed and closing planned before November 20, 2020	\$250,000
Medical Confidence	Binding term sheet signed and closing planned before November 30, 2020	\$3,000,000
HumanaCare	Binding term sheet signed and closing planned before November 30, 2020	\$6,300,000
Other Canadian based clinics (focus on Ontario and Alberta)	Ongoing negotiations	\$9,175,000
Other U.S. based clinics	Ongoing negotiations	\$7,438,314

Other telehealth SaaS providers and health technology companies	Ongoing negotiations	\$15,000,000
Total		\$53,065,463

PLAN OF DISTRIBUTION

Underwriting Agreement

Pursuant to the Underwriting Agreement, the Company has agreed to sell and the Underwriters have agreed to purchase, or find substituted purchasers for, on the Closing Date, the Offered Shares at the Offering Price, payable in cash to the Company against delivery. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of restrictions on distribution of the Company's securities, material change in respect of the Company, disaster, breach by the Company of a material term and failure to obtain a receipt for a final prospectus by November 2, 2020. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the securities are purchased under the Underwriting Agreement. The Offering Price was determined by arm's length negotiation between the Company and the Lead Underwriters, with reference to the prevailing market price of the Common Shares. The Underwriters have reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Company.

The Company has also granted the Underwriters the Over-Allotment Option to purchase from the Company up to 2,025,000 Additional Shares, on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time not later than the 30th day after the Closing Date. If the Over-Allotment Option is exercised in full, the total price to the public will be \$37,260,000, the total Underwriters' Fee will be \$2,608,200 and the net proceeds to the Company, before deducting the estimated expenses of the Offering, will be \$34,651,800. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters the Underwriters' Fee which is equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option. As additional compensation, the Company has agreed to issue to the Underwriters on the Closing Date such number of Compensation Options as is equal to 7% of the aggregate number of Offered Shares sold, including proceeds from the exercise of the Over-Allotment Option, at the Offering Price. Each Compensation Option will entitle the holder to purchase one Underwriters' Share at an exercise price of \$2.40 per Underwriters' Share for a period of 24 months from the Closing Date. This Prospectus qualifies the distribution of the Compensation Options. The Company has also agreed to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses, including the fees and expenses of their legal counsel (up to a maximum of \$100,000 exclusive of taxes and disbursements) whether or not the Offering is completed.

The Underwriters reserve the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker-dealers, brokers or investment dealers, who may or may not be offered part of the Underwriters' Fee.

The TSXV has conditionally approved the listing of the Offered Shares and the Underwriters' Shares. Listing on the TSXV is subject to the Company fulfilling all of the requirements of the TSXV.

The Company has agreed that, during the period commencing on October 19, 2020 and ending 90 days after the Closing Date, it will not, directly or indirectly, without the prior written consent of the Co-Lead Underwriters, such consent not to be unreasonably withheld or delayed, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the foregoing, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the foregoing, any additional Common Shares or any securities convertible into or exchangeable for such shares, other than in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the shares incentive plans of the Company and other share compensation arrangements, provided such options and other similar securities are granted or issued with an exercise price not less than the Offering Price; (ii) the exercise of outstanding warrants; (iii) any transaction with an arm's length third party whereby the Company directly or indirectly acquires shares or assets of a business; or (iv) the issuance of securities of the Company to a strategic investor in connection with a private placement.

Subject to certain exceptions, the directors and officers of the Company have agreed in favour of the Underwriters that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not (and will not cause an affiliate to), directly or indirectly, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with, or publicly announce any intention to offer, sell, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap, or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any common shares of the Company or other securities of the Company held by them, directly or indirectly, unless (a) the prior written consent of the Co-Lead Underwriters, on behalf of the Underwriters (such consent not to be unreasonably withheld or delayed) has been obtained, or (b) there occurs a take-over bid or similar transaction involving a change of control of the Company.

The Offered Shares will be offered in all the provinces of Canada other than Québec through the Underwriters or their affiliates who are registered to offer the Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. The Closing Date is expected to be on or about November 9, 2020, or such other date as may be agreed upon by the Company and the Underwriters, but in any event no later than the date that is 42 days from the date of the receipt for the final Prospectus. The Offering will be conducted under the book-based system. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for its own accounts or for accounts over which it exercises control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was

not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares, and may cause the price of the Offered Shares to be higher than would otherwise exist in the open market absent such stabilizing activities. As a result, the price of the Offered Shares may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time.

The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and their respective affiliates and their respective directors, officers, employees, shareholders, partners, advisors and agents and each other person, if any, controlling the respective Underwriters or their respective affiliates and against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Offered Shares at such price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company.

United States Matters

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States, or to or for the account or benefit of any U.S. Persons or any persons within the United States. The Offered Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and may not be offered or sold in the United States, or to or for the account or benefit of any U.S. Persons or any persons in the United States, except in transactions exempt from registration under the U.S. Securities Act and under any applicable U.S. state securities laws.

The Underwriting Agreement permits the Underwriters through their U.S. registered broker-dealers affiliates to offer and resell the Offered Shares in the United States to Qualified Institutional Buyers (as defined under Rule 144A of the U.S. Securities Act) in compliance with Rule 144A under the U.S. Securities Act and similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Offered Shares outside of the United States only in accordance with Regulation S under the U.S. Securities Act.

The Offered Shares that are sold in the United States, or to or for the account or benefit of any U.S. Persons or any persons within the United States, will be “restricted securities” within the meaning of Rule 144 of the U.S. Securities Act. Accordingly, such securities will be subject to restrictions whereby they may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States, or to or for the account or benefit of a U.S. Person, by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if

such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act.

Terms used and not defined in the three preceding paragraphs shall have the meaning ascribed thereto by Regulation S.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

As at October 30, 2020, the last trading day prior to the date of this Prospectus, 140,140,384 Common Shares were issued and outstanding. Each Common Share carries the right to attend and vote at all general meetings of shareholders. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PRIOR SALES

For the 12-month period before the date of this Prospectus, the Company issued the following Common Shares and securities exercisable or convertible into Common Shares:

Date of Issuance	Security	Number of Securities	Issue/Exercise Price Per Security (\$)
November 6, 2019	Stock Options	300,000	\$0.40
November 19, 2019	Common Shares	510,000 ⁽²⁾	\$0.35
January 7, 2020	Stock Options	300,000	\$0.40
January 10, 2020	Common Shares	3,000,000 ⁽³⁾	\$0.465
January 13, 2020	Stock Options	1,350,000	\$0.50
January 31, 2020	Common Shares	1,500,000 ⁽⁴⁾	\$0.385
February 3, 2020	Stock Options	125,000	\$0.50
February 3, 2020	Common Shares	750,000 ⁽⁵⁾	\$0.40
March 2, 2020	Stock Options	200,000	\$0.55
March 16, 2020	Stock Options	200,000	\$0.50
March 20, 2020	Common Shares	5,113,596 ⁽⁶⁾	\$0.48
March 20, 2020	Warrants	2,437,724 ⁽⁶⁾	\$0.70
March 20, 2020	Finder's Warrants	381,036 ⁽⁶⁾	\$0.48
March 20, 2020	Finder's Warrants	119,073 ⁽⁶⁾	\$0.70
March 23, 2020	Stock Options	80,000	\$0.48

March 23, 2020	Stock Options	200,000	\$0.50
March 30, 2020	Common Shares	1,472,554 ⁽⁷⁾	\$0.48
March 30, 2020	Warrants	711,583 ⁽⁷⁾	\$0.70
March 30, 2020	Finder's Warrants	79,020 ⁽⁷⁾	\$0.48
March 30, 2020	Finder's Warrants	257,972 ⁽⁷⁾	\$0.70
March 30, 2020	Common Shares	6,500 ⁽⁷⁾	\$0.495
April 7, 2020	Stock Options	212,000	\$0.50
April 28, 2020	Stock Options	175,000	\$0.73
May 4, 2020	Common Shares	37,500 ⁽⁸⁾	\$0.65
May 5, 2020	Common Shares	85,750 ⁽⁸⁾	\$0.65
May 8, 2020	Common Shares	300,000 ⁽⁸⁾	\$0.40
May 11, 2020	Common Shares	150,000 ⁽¹⁾	\$0.40
May 21, 2020	Common Shares	150,000 ⁽²⁾	\$0.75
June 2, 2020	Common Shares	21,357,800 ⁽⁹⁾	\$0.70
June 2, 2020	Warrants	10,678,900 ⁽⁹⁾	\$1.00
June 2, 2020	Broker Warrants	1,495,046 ⁽⁹⁾	\$1.00
June 26, 2020	Stock Options	100,000	\$0.70
July 20, 2020	Stock Options	700,000	\$0.70
July 23, 2020	Stock Options	250,000	\$0.70
July 28, 2020	Stock Options	100,000	\$0.70
July 31, 2020	Common Shares	628,100 ⁽¹⁰⁾	\$0.605
August 4, 2020	Stock Options	250,000	\$0.77
August 6, 2020	Common Shares	58,125 ⁽⁸⁾	\$0.48
August 12, 2020	Common Shares	71,050 ⁽⁸⁾	\$0.70
August 13, 2020	Common Shares	2,405 ⁽¹⁰⁾	\$0.48
August 18, 2020	Common Shares	44,745 ⁽⁸⁾	\$0.48
August 18, 2020	Common Shares	25,000 ⁽¹⁾	\$0.50
August 25, 2020	Common Shares	172,900 ⁽⁸⁾	\$0.70
August 25, 2020	Common Shares	25,000 ⁽¹⁾	\$0.76
August 25, 2020	Common Shares	125,000 ⁽⁸⁾	\$0.65
August 26, 2020	Common Shares	100,000 ⁽¹⁾	\$0.76
August 27, 2020	Common Shares	68,550 ⁽⁸⁾	\$0.70
August 27, 2020	Common Shares	49,500 ⁽⁸⁾	\$0.65
August 27, 2020	Common Shares	13,516 ⁽⁸⁾	\$0.48
August 27, 2020	Stock Options	400,000	\$1.38

August 28, 2020	Common Shares	6,300 ⁽⁸⁾	\$0.48
August 28, 2020	Common Shares	15,000 ⁽⁸⁾	\$1.00
August 28, 2020	Common Shares	100,000 ⁽¹⁾	\$0.76
August 31, 2020	Common Shares	41,500 ⁽⁸⁾	\$1.00
September 1, 2020	Common Shares	200,000 ⁽¹⁾	\$0.76
September 1, 2020	Common Shares	29,325 ⁽⁸⁾	\$1.00
September 2, 2020	Common Shares	50,000 ⁽¹⁾	\$0.50
September 2, 2020	Common Shares	207,600 ⁽⁸⁾	\$1.00
September 2, 2020	Common Shares	35,000 ⁽⁸⁾	\$0.65
September 2, 2020	Common Shares	12,000 ⁽⁸⁾	\$0.48
September 3, 2020	Common Shares	175,000 ⁽¹⁾	\$0.76
September 3, 2020	Common Shares	19,200 ⁽⁸⁾	\$1.00
September 3, 2020	Common Shares	119,573 ⁽⁸⁾	\$0.70
September 3, 2020	Common Shares	48,350 ⁽⁸⁾	\$0.65
September 3, 2020	Common Shares	14,215 ⁽⁸⁾	\$0.48
September 4, 2020	Common Shares	4,950 ⁽⁸⁾	\$0.48
September 4, 2020	Common Shares	15,000 ⁽⁸⁾	\$0.65
September 9, 2020	Common Shares	104,200 ⁽⁸⁾	\$0.70
September 10, 2020	Common Shares	20,000 ⁽⁸⁾	\$0.70
September 10, 2020	Common Shares	51,250 ⁽⁸⁾	\$0.65
September 11, 2020	Common Shares	122,831 ⁽⁸⁾	\$1.00
September 11, 2020	Common Shares	97,500 ⁽⁸⁾	\$0.70
September 11, 2020	Stock Options	280,000	\$2.00
September 14, 2020	Common Shares	10,000 ⁽¹⁾	\$0.50
September 14, 2020	Common Shares	225,000 ⁽⁸⁾	\$0.65
September 14, 2020	Common Shares	255,000 ⁽⁸⁾	\$0.70
September 14, 2020	Common Shares	25,400 ⁽⁸⁾	\$1.00
September 15, 2020	Common Shares	50,000 ⁽¹⁾	\$0.50
September 15, 2020	Common Shares	17,500 ⁽⁸⁾	\$0.65
September 15, 2020	Common Shares	80,000 ⁽⁸⁾	\$0.70
September 15, 2020	Common Shares	119,500 ⁽⁸⁾	\$1.00
September 15, 2020	Common Shares	3,296 ⁽⁸⁾	\$0.48
September 16, 2020	Common Shares	100,000 ⁽¹⁾	\$0.76
September 16, 2020	Common Shares	57,692 ⁽⁸⁾	\$1.00
September 16, 2020	Common Shares	228,255 ⁽⁸⁾	\$0.48

September 16, 2020	Common Shares	158,000 ⁽⁸⁾	\$0.65
September 17, 2020	Common Shares	15,625 ⁽⁸⁾	\$0.70
September 17, 2020	Common Shares	8,316 ⁽⁸⁾	\$0.48
September 17, 2020	Common Shares	15,000 ⁽⁸⁾	\$0.65
September 18, 2020	Common Shares	126,000 ⁽⁸⁾	\$0.70
September 18, 2020	Common Shares	500,485 ⁽⁸⁾	\$1.00
September 21, 2020	Common Shares	50,000 ⁽¹⁾	\$0.76
September 21, 2020	Common Shares	34,000 ⁽⁸⁾	\$0.65
September 21, 2020	Common Shares	35,416 ⁽⁸⁾	\$0.70
September 21, 2020	Common Shares	84,258 ⁽⁸⁾	\$1.00
September 22, 2020	Common Shares	3,000 ⁽⁸⁾	\$0.48
September 22, 2020	Common Shares	15,065,000 ⁽¹¹⁾	\$1.38
September 22, 2020	Broker Warrants	1,054,550 ⁽¹¹⁾	\$1.38
September 24, 2020	Common Shares	24,560 ⁽⁸⁾	\$1.00
September 24, 2020	Common Shares	3,000 ⁽⁸⁾	\$0.48
September 25, 2020	Common Shares	45,000 ⁽⁸⁾	\$0.70
September 28, 2020	Common Shares	4,261 ⁽⁸⁾	\$1.00
September 28, 2020	Common Shares	198,750 ⁽⁸⁾	\$0.65
September 29, 2020	Stock Options	525,000	\$2.15
October 2, 2020	Common Shares	9,900 ⁽⁸⁾	\$0.65
October 2, 2020	Common Shares	100,000 ⁽⁸⁾	\$0.70
October 2, 2020	Common Shares	10,000 ⁽⁸⁾	\$1.00
October 8, 2020	Stock Options	9,000	\$2.00
October 9, 2020	Stock Options	475,000	\$2.40
October 9, 2020	Common Shares	20,000 ⁽⁸⁾	\$0.70
October 15, 2020	Stock Options	193,000	\$2.56
October 15, 2020	Common Shares	27,600 ⁽⁸⁾	\$1.00
October 15, 2020	Common Shares	150,000 ⁽¹⁾	\$0.76
October 16, 2020	Common Shares	50,000 ⁽⁸⁾	\$0.70
October 16, 2020	Common Shares	100,000 ⁽¹⁾	\$0.76
October 16, 2020	Common Shares	10,230 ⁽⁸⁾	\$1.00
October 19, 2020	Common Shares	80,950 ⁽⁸⁾	\$0.70
October 19, 2020	Common Shares	56,000 ⁽⁸⁾	\$0.65
October 19, 2020	Common Shares	40,270 ⁽⁸⁾	\$1.00
October 19, 2020	Common Shares	3,036 ⁽⁸⁾	\$0.48

October 21, 2020	Common Shares	135,000 ⁽⁸⁾	\$0.65
October 21, 2020	Common Shares	12,504 ⁽⁸⁾	\$0.48
October 21, 2020	Stock Options	400,000	\$2.40
October 21, 2020	Common Shares	150,000 ⁽⁸⁾	\$1.00
October 21, 2020	Common Shares	6,000 ⁽⁸⁾	\$0.65
October 21, 2020	Common Shares	6,250 ⁽¹⁾	\$0.50
October 22, 2020	Common Shares	200,000 ⁽⁸⁾	\$0.65
October 22, 2020	Common Shares	76,000 ⁽⁸⁾	\$0.70
October 22, 2020	Common Shares	392,786 ⁽⁸⁾	\$1.00
October 22, 2020	Common Shares	100,000 ⁽⁸⁾	\$1.38
October 25, 2020	Common Shares	12,500 ⁽¹⁾	\$0.50
October 25, 2020	Common Shares	50,000 ⁽¹⁾	\$0.76
October 25, 2020	Common Shares	4,280 ⁽⁸⁾	\$0.48
October 25, 2020	Common Shares	21,000 ⁽⁸⁾	\$0.65
October 25, 2020	Common Shares	30,000 ⁽⁸⁾	\$0.70
October 25, 2020	Common Shares	494,000 ⁽⁸⁾	\$1.00
October 25, 2020	Common Shares	40,020 ⁽⁸⁾	\$1.38
October 28, 2020	Common Shares	62,000 ⁽¹⁾	\$0.50
October 28, 2020	Common Shares	87,000 ⁽⁸⁾	\$0.70
October 28, 2020	Common Shares	686,800 ⁽⁸⁾	\$1.00
October 29, 2020	Common Shares	6,000 ⁽⁸⁾	\$0.48
October 29, 2020	Common Shares	10,000 ⁽⁸⁾	\$0.70
October 29, 2020	Common Shares	119,900 ⁽⁸⁾	\$1.00
October 30, 2020	Common Shares	2,803,148 ⁽¹²⁾	\$0.70

(1) Issued pursuant to the exercise of Stock Options.

(2) Issued pursuant to consulting and advisory agreements for services rendered.

(3) Issued pursuant to the acquisition of Livecare, of which 1,574,959 Common Shares were cancelled and returned to treasury on April 17, 2020, resulting in a net issuance of 1,425,041 Common Shares.

(4) Issued pursuant to a debt settlement agreement dated January 30, 2020.

(5) Issued pursuant to consulting agreements.

(6) Issued pursuant to the first tranche of the Company's \$3,023,335 brokered private placement of units. Each unit consisted of one Common Share and one-half of one warrant, each whole warrant entitling the holder thereof to acquire one additional Common Share exercisable for a period of 24 months after closing at a price of \$0.70 per Common Share. Includes 238,147 Common Shares issued as compensation.

(7) Issued pursuant to the second tranche of the Company's \$3,023,335 brokered private placement of units. Each unit consisted of one Common Share and one-half of one warrant, each whole warrant entitling the holder thereof to acquire one additional Common Share exercisable for a period of 24 months after closing at a price of \$0.70 per Common Share.

(8) Issued pursuant to the exercise of warrants and agents' warrants.

(9) Issued in connection with the June 2020 Offering.

(10) Issued pursuant to the acquisition of SSML.

(11) Issued in connection with the September 2020 Offering.

(12) Issued pursuant to the acquisition of Snapclarity.

PRICE RANGE AND TRADING VOLUME

On November 28, 2017, the Company’s Common Shares began trading on the CSE under the trading symbol “PHGI”. On February 24 2020, the Company’s trading symbol was changed to “DOC”. On June 4, 2020, the Company’s Common Shares were delisted from the CSE and commenced trading on the TSXV under the trading symbol “DOC”.

The table below summarizes the price ranges and trading volume of Common Shares on the TSXV for each of the months stated:

Month	Price Range (\$)		Total Volume
	High	Low	
October 2020	3.43	1.87	68,437,439
September 2020	2.40	1.43	68,978,806
August 2020	1.51	0.72	46,961,170
July 2020	0.69	0.54	17,477,761
June 4-30, 2020	0.78	0.55	13,123,245

The table below summarizes the price ranges and trading volume of Common Shares on the CSE for each of the months stated:

Month	Price Range (\$)		Total Volume
	High	Low	
June 1-3, 2020	\$0.85	\$0.71	3,136,623
May 2020	\$0.95	\$0.70	21,629,043
April 2020	\$0.83	\$0.41	12,714,978
March 2020	\$0.57	\$0.37	6,160,865
February 2020	\$0.58	\$0.38	4,200,999
January 2020	\$0.51	\$0.35	6,030,764
December 2019	\$0.37	\$0.27	1,722,027
November 2019	\$0.47	\$0.30	1,217,383
October 2019	\$0.50	\$0.30	2,743,207
September 2019	\$0.52	\$0.28	3,076,937

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company’s business operations.

Prospective investors should carefully consider all information contained in this Prospectus, including all documents incorporated by reference, and in particular should give special consideration to the risk factors under the section titled “Risk Factors” in the Annual Information Form, which is incorporated by reference in this Prospectus and which may be accessed on the Company’s SEDAR profile at www.sedar.com, and the information contained in the section entitled “Cautionary Statement Regarding

Forward-Looking Information”, before deciding to purchase the Offered Shares. Additionally, purchasers should consider the risk factors set forth below.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company’s business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and investors could lose all or part of their investment.

The market price of the Common Shares is volatile and may not accurately reflect the long-term value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors included macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Offered Shares is also likely to be significantly affected by changes in the financial condition or results of operations as reflected in its financial reports. If an active market for the Offered Shares does not continue, the liquidity of an investor’s investment may be limited and the price of the Offered Shares may decline below the Offering Price. If an active market does not continue, investors may lose their entire investment in the Offered Shares. As a result of any of these factors, the market price of the Offered Shares at any given point in time may not accurately reflect the long-term value of the Company.

A positive return in an investment in the Offered Shares is not guaranteed

There is no guarantee that an investment in the Offered Shares will earn any positive return in the short term or long term. A purchase under the Offering involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Offered Shares is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

The Company has discretion in the use of net proceeds

The Company intends to use the net proceeds from this Offering as set forth under “Use of Proceeds”; however, the Company maintains broad discretion to use the net proceeds from this Offering in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Offered Shares. The failure to apply the net proceeds as set forth under “Use of Proceeds” and other financings could adversely affect the Company’s business and, consequently, could adversely affect the price of the Offered Shares on the open market.

Negative Cash Flow from Operations

During the six months ended June 30, 2020, the Company had negative cash flow from operating activities, reported a net comprehensive loss of \$4,391,111 and net loss per share of \$0.05. The Company anticipates it will have negative cash flow from operating activities in future periods. The Company does not intend to use the net proceeds of the Offering to fund negative cash flow from operating activities.

Ongoing Impact of COVID-19

Since December 31, 2019, governments worldwide have been enacting emergency measures to combat the spread of COVID-19. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The Company's operations and its ability to provide services may be adversely affected or disrupted in the event the availability of its workforce reduced due to COVID-19. In addition, the execution of its business plan is dependent upon its ability to raise capital and to undertake further acquisitions, which could be adversely disrupted by the ongoing impact of COVID-19. While it is difficult to predict the impact of the coronavirus outbreak on the Company's business, measures taken by the Canadian government and voluntary measures undertaken by the Company with a view to the safety of the Company's employees, may adversely impact the Company's business. However, management has assessed that the Company's working capital is sufficient for the Company to continue as a going concern for at least 12 months. The ultimate extent of the impact of the pandemic on the Company's business, financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of the pandemic and actions taken to contain or prevent their further spread, among others. Thus, the current pandemic could therefore materially and adversely affect the Company's business, financial condition and results of operations.

LEGAL MATTERS AND INTEREST OF EXPERTS

Certain legal matters in connection with this Offering will be passed upon by McMillan LLP, on behalf of the Company and by Bennett Jones LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of McMillan LLP, as a group, and the partners and associates of by Bennett Jones LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Buckley Dodds LLP, Chartered Professional Accountants, Vancouver, British Columbia. Buckley Dodds LLP is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for the Common Shares is National Securities Administrators Ltd., located at 777 Hornby Street, Suite 702, Vancouver, British Columbia V6Z 1S2.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: November 2, 2020

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

(signed) Dr. Essam Hamza

**Chief Executive Officer and
Director**

(signed) Daniel Lee

Chief Financial Officer

On Behalf of the Board of Directors

(signed) Christopher Cherry

Director

(signed) Amit Mathur

Director

CERTIFICATE OF THE UNDERWRITERS

Dated: November 2, 2020

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

CANACCORD GENUITY CORP.

By: (Signed) *Jamie Brown*
Vice Chairman, Managing Director,
Investment Banking

BEACON SECURITIES LIMITED

By: (Signed) *Justin Gilman*
Vice President, Investment Banking

ECHELON WEALTH PARTNERS INC.

By: (Signed) *Karanjit Bhugra*
Co-Head of Equity Capital Markets