



MANAGEMENT INFORMATION CIRCULAR

(This information is given as at August 6, 2021 except as indicated)

SOLICITATION OF PROXIES

This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of **LEVELJUMP HEALTHCARE CORP.** (the "Corporation") for use at the Annual and Special Meeting (the "Meeting") of the shareholders of the Corporation, to be held on Tuesday, September 14, 2021 at 4:00 PM (Eastern Standard Time) and at any adjournments thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Form of Proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. The Corporation may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Form of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. None of the directors of the Corporation have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the "**Proxy**") as proxyholders, are Officers and/or Directors of the Corporation. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided by the Proxy or by completing and delivering another suitable form of proxy.

COMPLETION AND RETURN OF PROXY

Completed Proxies must be deposited at the office of the Corporation's transfer agent, Odyssey Trust Company at 350 – 409 Granville Street, Vancouver, BC, V6C 1T2, not later than Friday, September 10, 2021, before 4:00 P.M.

VOTING BY PROXYHOLDER

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) Each matter identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) Any amendment to or variation of any matter identified therein; and
- (c) Any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy for the nominees of management for Elections of Directors and Appointment of Auditors as identified in the Proxy, as applicable, and in favour of each matter identified on the Proxy.

AS OUTLINED IN THE NOTICE OF MEETING, DUE TO THE COVID-19 PANDEMIC AND IN LINE WITH GOVERNMENT HEALTH RECOMMENDATIONS REGARDING GATHERINGS, VOTING WILL ONLY BE CONDUCTED BY PROXY.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders may vote their common shares by completing the enclosed proxy. Most shareholders of the Corporation are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as “NOBO’s”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “OBO’s”.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has elected to send the notice of meeting, this Information Circular and the proxy (collectively, the “**Meeting Materials**”) directly to the NOBO’s, and indirectly through Intermediaries to the OBO’s.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “VIF”). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the registered shareholder how to vote on behalf of the Non-Registered Shareholder. VIF’s, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

REVOCATION OF PROXY

Any Registered Shareholder who has returned a Proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing, including a Proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the Proxy must be deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the date of the Meeting.

Only Registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares. On July 29, 2021, 50,660,844

common shares without par value were issued and outstanding. Holders of common shares are entitled to one vote for each common share held.

Only shareholders of record at the close of business on July 29, 2021 who complete and deliver a Form of Proxy in the manner and subject to the provisions set out under the heading “Appointment and Revocation of Proxies” will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, there are two executive officers and one shareholder who own beneficially, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

<u>Name</u>	<u>Number of Shares Owned or Controlled</u>	<u>Percentage of Outstanding Shares</u>
Mitchell Geisler ⁽¹⁾	5,143,562	10.15%
Robert Landau ⁽¹⁾	5,143,562	10.15%
MEDD Medical Imaging Corp. ⁽¹⁾	13,757,987	27.16%

Note:

(1) MEDD Medical Imaging Corp. is owned 47% by Mitchell Geisler and 45% by Robert Landau.

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Corporation’s current Bylaws, the quorum for the transaction of business at the meeting of shareholders is two (2) persons present of the meeting who are entitled to vote thereat either as shareholders or as proxy holders and holding or representing more than five per cent (5%) of the outstanding shares of the Corporation for the time being entitling the holders thereof to vote at such meeting. If a quorum is not present within such reasonable time (determined by the chairman of the meeting) after the time fixed for the holding of the meeting as the persons present and entitled to vote thereat may determine, such person may adjourn the meeting to a fixed time and place.

AUDIT COMMITTEE DISCLOSURES

Audit Committee Charter

The Corporation’s Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Schedule “A” to this Information Circular.

Composition of the Audit Committee

Pursuant to the provision of the *Canada Business Corporations Act*, the Corporation has an Audit Committee. The Corporation’s Audit Committee is comprised of two directors: Sandra J. Hall and Jeffrey Stevens. As defined in National Instrument 52-110 (“NI 52-110”), both members are “independent” and “financially literate”.

Relevant Education and Experience

Sandra J. Hall has been a director of the Corporation since its inception in 2019 and currently director of Good2GoRTO Corp., a CPC company listed on the TSX-V since December 2020. Between February 2018 and June 2021, Ms. Hall was a director of Good2Go Corp. (currently known as “Nowvertical Group Inc.”), a TSXV listed capital pool company that completed its qualifying transaction in June 2021. Ms. Hall has provided financial, administrative and executive services to numerous publicly traded companies independently since 1996 ranging from President of EnerNorth Industries Inc., an American Stock Exchange listed company, to secretary and director of various TSX-V listed capital pool companies. As such, she has extensive practice in corporate secretarial, financial administration, and regulatory and investor communications for public and private companies. Throughout her career, Ms. Hall has also held various directorships and executive positions in reporting issuers including: Corporate Secretary and Comptroller of Novicius Corp., President of EnerNorth Industries Inc., Secretary, Comptroller and Director of API Technologies Corp., Director of TNK Resources, Special Committee Member and Director of Quarry Oil & Gas Ltd, and Director of Rally Energy Corp. Ms. Hall has a comprehensive understanding

of financial statements, accounting practices, audit committee responsibilities and reporting requirements in Canada and the United States.

Jeffrey Stevens has been a director of the Corporation since December 2020 when the Corporation completed its qualifying transaction. Mr. Stevens is currently a director and CEO of Psyched Wellness Ltd. (CSE:PSYC), a Canadian-based health supplement company focused on the distribution of functional mushroom and associated consumer packaged goods and Director of Global UAV Technologies Ltd. (CSE:UAV), one of the few listed operators in the fast-growing field of unmanned aerial vehicles (UAVs). He is a seasoned capital markets and deal structuring professional, who has taken several companies public including Datametrex AI Limited, Graph Blockchain, New Wave Esports, and Psyched Wellness via reverse takeovers on various Canadian stock exchanges and has advised on numerous M&A opportunities. He has held both senior officer and director roles with public companies including: Co-Founder, President and COO of Datametrex AI Limited, Interim CEO of Graph Blockchain, Director of New Wave Esports.

Audit Committee Oversight

Since January 1, 2020, the commencement of the Corporation's most recently completed financial year, the Corporation's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since January 1, 2020, the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 (*De Minimis Non-Audit Services*), or an exemption granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation's Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditors Service Fees (by category)

a) Audit fees

"Audit fees" consist of fees for professional services rendered by the Corporation's external auditors for the audit and review of the Corporation's financial statements.

b) Audit related fees

"Audit related fees" consist of fees for professional services rendered by the Corporation's external auditors that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not reported under item (a) above.

c) Tax fees

"Tax fees" consist of fees for professional services for tax compliance, tax advice and tax planning.

d) All other fees

"All other fees" consist of fees for professional services other than services reported under items (a), (b) and (c) above.

The fees paid by the Corporation to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2020	\$33,815	-	\$8,250	\$42,263
December 31, 2019	\$20,000	-	-	\$11,116

Exemption in Section 6.1 of NI 52-110

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Effective June 30, 2005, National Instrument 58-101 “Disclosure of Corporate Governance Practices” and National Policy 58-201 “Corporate Governance Guidelines” were adopted in each of the provinces and territories of Canada. National Instrument 58-101 requires issuers to disclose the corporate governance practices that they have adopted, while National Policy 58-201 provides guidance on corporate governance practices.

The Board of Directors of the Corporation believes that good corporate governance improves corporate performance and benefits all shareholders. The Corporation’s Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Schedule “A” to this Information Circular. Schedule “B” of this Information Circular sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with National Instrument 58-101 and the diversity disclosure requirements under the *Canada Business Corporations Act* (“*BCA*”).

STATEMENT OF EXECUTIVE COMPENSATION

The Statement of Executive Compensation of the Corporation and the other information required to be disclosed by Form 51-102F6V is attached to this information circular as Schedule “C”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is no indebtedness to the Corporation by any executive officer, proposed nominee for election as a director or associate of them, to or guaranteed by the Corporation or otherwise, during the most recently completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person or proposed director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation.

MANAGEMENT CONTRACTS

No management functions of the Corporation are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Form of Proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

A. Re-election of Directors

Advance Notice Provision

In accordance with the Corporation's By-Laws, the Advance Notice Provision (the "**Advance Notice Provision**") fixes a deadline by which shareholders must submit director nominations prior to any meeting of the shareholders. In the case of annual general meetings, advance notice must be delivered to the Corporation not less than 30 days prior to the date of the annual general meeting, provided, however, that if (a) the annual general meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual general meeting was made, notice must be received not later than the close of business on the 10th day following the date on which the public announcement of the date of the annual general meeting is first made by the Corporation, and (b) the Corporation uses "notice-and-access" (as defined in NI 54-101) to send proxy related materials to shareholders in connection with an annual general meeting, notice must be received not less than 40 days prior to the date of the annual general meeting. In the case of a special meeting of the shareholders (which is not also an annual general meeting of the shareholders), advance notice must be delivered to the Corporation not later than the close of business on the 15th day following the day on which the public announcement of the date of the special meeting of shareholders is first made by the Corporation.

The Advance Notice Provision requires any shareholder making a director nomination to provide certain important information about its nominee(s) with its advance notice. The Board may, in its sole discretion, waive any advance notice requirement. The Board believes that all shareholders should be provided with sufficient disclosure and time to make appropriate decisions on the election of their board representatives, allowing shareholders to fully participate in the director election process in an informed and effective manner. The Advance Notice Provision provides a transparent, structured, and fair director nomination process, consistent with the guidelines published by leading proxy advisory firms.

The Advance Notice Provision includes a provision providing for a forum for adjudication of certain disputes, whereby unless the Corporation approves or consents in writing to the selection of an alternative forum, the courts of the Province of Ontario and appellate courts shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation, (c) any action asserting a claim arising pursuant to any provision of the CBCA or the articles or by-laws of the Corporation (as either may be amended from time to time), or (d) any action asserting a claim otherwise related to the relationships among the Corporation, its affiliates and their respective shareholders, directors and/or officers, but does not include claims related to the business carried on by the Corporation or such affiliates. Any person or entity owning, purchasing or otherwise acquiring any interest, including without limitation, any registered or beneficial ownership thereof, in the securities of the Corporation shall be deemed to have notice of and consented to the provisions of the by-laws.

The Corporation did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Corporation will be disregarded at the Meeting.

At the Meeting, Shareholders will be asked to re-elect the four (4) nominees set forth in the table below as directors of the Corporation to hold office until the earlier of the next annual meeting of the Corporation or until his successor is duly elected, unless this office is earlier vacated in accordance with the by-laws of the Corporation. Each director nominee will be elected on an individual basis and not as a member of a slate. All four (4) nominees are currently directors of the Corporation.

The following table sets forth a brief description of the nominees, including the name, place of residence, and

current position of each of the nominees, the number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which each nominee exercises control or direction, the period served as director and the principal occupation of each nominee as of the date hereof. The information contained herein is based upon information furnished by the respective nominees.

The Directors of the Corporation are elected at each annual general meeting. Each director elected will hold office until the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the constating documents of the Corporation or they become disqualified to act as a director. **In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.**

The Corporation currently has four directors, and shareholders will be asked to pass an ordinary resolution to fix the number of directors at four. Unless otherwise indicated, proxies given to this solicitation will be voted in favour of this resolution.

The Corporation is required to have an Audit Committee. Members of this Audit Committee are profiled on pages 3 and 4 of this Information Circular.

The Corporation does not have an executive committee.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular. Information concerning such persons, as furnished by individual nominees, is as follows:

Name, Province or State and Country of Residence	Current Office(s) with the Corporation	Office(s) held Since	Principal Occupation During the Previous Five Years	Number of Common Shares Owned Directly, or Indirectly, or controlled ⁽²⁾
Mitchell Geisler ON, Canada	CEO, Chairman	Dec. 2020	CEO and Chairman of the Corporation since December, 2020; CEO of Canadian Teleradiology Services, Inc. since 2010; President, CEO and director of MEDD Medical Imaging Corp. since 2010.	11,609,816 ⁽³⁾
Robert Landau ON, Canada	CFO, Director	Dec. 2020	CFO of the Corporation since December, 2020; CFO of Canadian Teleradiology Services, Inc. since 2019; President of Leveljump Inc. since 1999.	11,334,656 ⁽⁴⁾
Jeffrey Stevens ⁽¹⁾ ON, Canada	Director	Dec. 2020	CEO of Psyched Wellness, since April 2020; prior thereto, President and Chief Operating Officer of Datametrex AI Limited between June 2017 and April 2020; director of New Wave Esports Corp. between October 2019 and February 2020; director and interim CEO of Graph Blockchain Inc. between February 2019 and January 2020; director of FluidOil Limited between January 2016 and August 2018.	200,000
Sandra J. Hall ⁽¹⁾ ON, Canada	Director	Mar. 2019	Director of the Corporation since March 2019; Director of Good2GoRTO Corp. since December 2020; between February 2018 and June 2021, director of Good2Go Corp. (currently known as “Nowvertical Group Inc.”), a TSXV listed capital pool company that completed its qualifying transaction in June 2021. Ms. Hall provides accounting and corporate secretarial services for various private and public companies reporting in Canada, the USA and elsewhere.	138,889

Notes:

- (1) Member of the Audit Committee.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at August 6, 2021, based upon information furnished to the Corporation by the individual directors.
- (3) Mr. Geisler owns 5,423,562 shares directly and 6,466,254 shares indirectly through his 47% ownership in MEDD Medical Imaging Corp.
- (4) Mr. Landau owns 5,423,562 shares directly and 6,191,094 shares indirectly through his 45% ownership in MEDD Medical Imaging Corp.

The term of office of each of the present directors expires at the Meeting. The persons named above will be presented for election at the Meeting as management's nominees and the persons proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees.

Voting for the election of the above named directors will be conducted on an individual, not slate basis. If named as proxy, the management designees intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the above listed nominees, unless otherwise directed in the instrument of proxy.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, none of the proposed directors is, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any other company (including the Corporation) that:

- (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

where "order" refers to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 days.

To the knowledge of the Corporation, none of the directors of the Corporation:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) within the 10 years before the date of this Circular, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

None of the proposed directors has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

B. Re-appointment of Auditor

Management proposes to re-appoint Clearhouse LLP, of Mississauga, Ontario, as auditor of the Corporation to hold office until the next annual general meeting, Management also proposes that the Directors be authorized to fix the

remuneration of the auditor. Clearhouse LLP was first appointed on October 31, 2019 as auditor of Canadian Teleradiology Services, Inc., wholly-owned subsidiary of the Corporation, and appointed auditor of the Corporation on December 7, 2020, subsequent to completion of the Corporation's qualifying transaction.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the re-appointment of Clearhouse LLP, as auditors of the Corporation and for the resolution authorizing the Directors to fix the remuneration of the auditor.

C. Approval of an Amendment to the Stock Option Plan

The Board adopted the Amended and Restated Option Plan (the "**Option Plan**") with an effective date as of December 8, 2020. Full text of the Option Plan was filed on SEDAR on December 10, 2020.

The Option Plan currently provides that the number of authorized but unissued Common Shares reserved for issuance upon the exercise of options granted under the Option Plan at any time plus the number of Common Shares reserved for issuance under outstanding incentive stock options otherwise granted by the Corporation is fixed at 8,072,880 non-transferable options (the "**Options**") to purchase shares, provided that the number of shares reserved for issuance shall not exceed 20% of the Corporation's then issued and outstanding shares (40,364,400 common shares). The 8,072,880 Options represented approximately 15.94% of the Corporation's 50,660,844 Common Shares currently issued and outstanding.

In order to ensure that the Corporation can continue to use Options to attract, retain and motivate valuable human resources required to meet its business objectives, the Board believes that it is necessary to increase the number of Options available to be granted. The increase of Options available is required in particular in order to permit the grant of Options to executive officers and selected employees of the Corporation consistent with the Corporation's approach and philosophy regarding executive compensation.

Accordingly, the Board approved on August 6, 2021, an amendment to the Option Plan to increase the maximum number of Common Shares that may be issued pursuant to the exercise of Options under the Option Plan from 8,072,880 to 10,132,000, subject to receipt of requisite regulatory and shareholder approval. The maximum of 10,132,000 Common Shares will represent 19.99% of the issued and outstanding Common Shares as of the date of this Circular.

For the reasons indicated above, the Board believes that the proposed increase of maximum aggregate number of Common Shares that may be issued pursuant to the Option Plan is in the best interests of the Corporation.

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, pass an ordinary resolution (the "**Option Plan Resolution**") authorizing the Corporation to increase the maximum aggregate number of Common Shares that may be issued pursuant to the Option Plan.

Pursuant to the policies of the TSX Venture Exchange (the "TSXV"), the Option Plan Resolution is subject to the approval of disinterested Shareholders. Consequently, the Option Plan Resolution shall be approved by a majority of the votes cast by all Shareholders present in person or by proxy at the Meeting excluding a total of 24,384,000 votes attached to Common Shares beneficially owned by Insiders to whom Options may be granted under the Option Plan or any Associate of such Person (all capitalized terms as defined in the TSXV Corporate Finance Manual). For the purpose of the vote at the Meeting, all of the directors and officers of the Corporation, and their respective associates, will be considered insiders, such that they and their associates will not vote on the Option Plan Resolution.

The text of the Option Plan Resolution to be voted on at the Meeting is as follows:

BE IT RESOLVED:

1. subject to regulatory approval, the Corporation is authorized to amend the Option Plan to increase the maximum number of common shares issuable pursuant to the exercise of options under the Option Plan from 8,072,880 common shares to 10,132,000 common shares, and modify Section 3.2 of the Option Plan

accordingly;

2. the amendment to the Option Plan is hereby approved, confirmed and ratified; and
3. any director or officer of the Corporation is authorized, for and in the name of and on behalf of the Corporation, to sign and deliver such other notices and documents and to do such other acts and things, as in the opinion of the person may be necessary or desirable to give effect to this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.

The board of directors recommends that the Shareholders vote FOR the Option Plan Resolution. Common Shares represented by proxies in favour of the management nominees will be voted IN FAVOUR of the Option Plan Resolution, unless a Shareholder has specified in the proxy that his, her or its Common Shares are to be withheld from voting on such resolution.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the resolution authorizing the approval of an Amendment to the Stock Option Plan.

D. Other Matters

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's comparative audited financial statements and Management Discussion and Analysis for the financial year ended December 31, 2020.

Copies of the Corporation's financial statements and MD&A may be obtained from the System for Electronic Document Analysis and Retrieval (SEDAR) www.sedar.com or by contacting the Corporation at 304-85 Scarsdale Rd., Toronto, ON, M3B 2R2, by telephone: 833-840-2020, by fax: 647-288-1509 or by e-mail to info@leveljumphealthcare.com.

Additional information relating to the Corporation is also found on SEDAR at www.sedar.com.

APPROVAL OF THE DIRECTORS

The contents of this information circular and the sending of same to each director and shareholder of the Corporation and to the auditor of the Corporation have been approved by the directors of the Corporation.

DATED at Toronto, Ontario as at this 6th day of August, 2021.

BY ORDER OF THE
BOARD OF DIRECTORS

(signed)
Mitchell Geisler
President & Chief Executive Officer

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

LEVELJUMP HEALTHCARE CORP.

I. CONSTITUTION AND PURPOSE

The audit committee (the “**Committee**”) has been established by resolution of the board of directors (the “**Board**”) of Leveljump Healthcare Corp. (the “**Company**”) for the purpose of assisting the Board in fulfilling its oversight responsibilities in relation to the accounting and financial reporting processes of the Corporation, audits of the financial statements of the Corporation, review of the Corporation’s systems of internal controls and in relation to risk management matters including:

- (a) the review of the annual and interim financial statements of the Corporation;
- (b) the integrity and quality of the Corporation’s financial reporting and systems of internal control, and financial risk management;
- (c) the Corporation’s compliance with legal and regulatory requirements;
- (d) the qualifications, independence, engagement, compensation and performance of the Corporation’s external auditors (the “**Company’s Auditors**”); and
- (e) the exercise of the responsibilities and duties set out in this charter (the “**Charter**”).

II. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the directors of the Corporation (the “**Directors**”) and shall be comprised of not less than three members. A majority of the members of the Committee shall be “independent”, as that term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

All members of the Committee shall be “financially literate”, as such term is defined in NI 52-110 or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office. The Board shall appoint a chair for the Committee from its members (the “**Chair**”). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

No Director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the corporate governance committee of the Board. No member of the Committee shall receive from the Corporation or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Corporation or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

III. MEETING PROTOCOLS

The Committee shall meet at least once every quarter and shall meet at such other times during each year as the Chair of the Committee deems appropriate. The Chair of the Committee, any member of the Committee, the Corporation's Auditors, the Chairman of the Board, the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") may call a meeting of the Committee by notifying the Corporation's corporate secretary, who will notify the members of the Committee. A majority of members of the Committee shall constitute a quorum.

At least five days' notice of any meeting of the Committee shall be given in writing to each member of the Committee by any means of transmitted or recorded communication that produces a written copy, including by email. Notice may be waived or shortened with the consent of all the members of the Committee. Attendance by a member at a meeting notwithstanding any failure to give notice in accordance with this Charter shall be deemed to constitute waiver of notice of such meeting by such member. Notice of each meeting of the Committee shall also be given to the Chairman of the Board, the CEO, and CFO of the Corporation, and the Corporation's Auditors.

The Chairman of the Board, the CEO and CFO of the Corporation, if invited by the Chair of the Committee, attend and speak at meetings of the Committee. Other Board members shall also, if invited by the Chair of the Committee, have the right of attendance. A representative of the Corporation's Auditors shall have the right to attend and speak at any meeting of the Committee, and may attend if invited by the Chair of the Committee, in either case at the expense of the Corporation.

The Committee may also invite any other officers or employees of the Corporation, legal counsel, the Corporation's financial advisors and any other persons to attend meetings and give presentations with respect to their area of responsibility, as considered necessary by the Committee.

At least quarterly, representatives of the Corporation's Auditors shall meet the Committee without any of the executive Directors or other members of management in attendance, except by invitation of the Committee.

The Committee shall at each meeting appoint one of its members or any other attendee to be the secretary of the Committee.

Every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast.

Subject to any statutory or regulatory requirements or the articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings, maintain minutes or other records of its proceedings in sufficient detail to convey the substance of all discussions held and report to the Board at the next meeting of the Board. The minutes of the Committee's meetings shall be tabled at the next meeting of the Board.

The Committee shall prepare a report to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by the by-laws of the Corporation or applicable laws or regulations.

The Chair of the Committee shall be available at the annual general meeting of the Corporation to respond to any shareholder questions on the activities and responsibilities of the Committee.

IV. AUTHORITY

The Committee is authorized by the Board to:

- (a) investigate any matter within its Charter;
- (b) have direct communication with the Corporation's Auditors;
- (c) seek any information it requires from any employee of the Corporation; and
- (d) retain, at its discretion, outside legal, accounting or other advisors, at the expense of the Corporation, to obtain advice and assistance in respect of any matters relating to its duties, responsibilities and powers as provided for or imposed by this Charter or otherwise by law or the by-laws of the Corporation.

V. ROLES & RESPONSIBILITIES

The Committee shall have the roles and responsibilities set out below, as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these roles and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation.

A. Review of Accounting and Financial Reporting Matters

1. Review the Corporation's interim and annual financial statements and management's discussion & analysis of operations (the "MD&A"); annual information forms and earnings press releases prior to their public disclosure and Board approval, where required, and ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.
2. Following such review with management and the Corporation's Auditors, recommend to the Board whether to approve the annual or interim financial statements and MD&A and any other filings with the securities commissions.
3. Monitor in discussion with the Corporation's Auditors the integrity of the financial statements of the Corporation before submission to the Board, focusing particularly on:
 - (a) significant accounting policies and practices and any changes in such accounting policies and practices;
 - (b) major judgment areas including significant estimates and key assumptions;
 - (c) significant adjustments resulting from the audit;
 - (d) the going concern assumption;
 - (e) compliance with accounting standards including the effects on the financial statements of alternative methods within generally accepted accounting principles;
 - (f) the Corporation's Auditors' judgment about the quality, not just the acceptability, of the accounting principles applied in the Corporation's financial reporting;
 - (g) compliance with stock exchange and legal requirements;
 - (h) the extent to which the financial statements are affected by any unusual transactions;
 - (i) significant off-balance sheet and contingent asset and liabilities and the related disclosures;
 - (j) significant interim review audit findings during the year, including the status of previous audit recommendations; and
 - (k) all related party transactions with the required disclosures in the financial statements.
4. On at least an annual basis, review with the Corporation's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements.

B. Relationship with the Corporation’s Auditors

1. Consider and make recommendations to the Board, for it to put to the shareholders for their approval in a general or special meeting, in relation to the appointment, re-appointment and removal of the Corporation’s Auditors and to approve the compensation and terms of engagement of the Corporation’s Auditors for the annual audit, interim reviews and any other audit related services.
2. Require the Corporation’s Auditors to report directly to the Committee.
3. Discuss with the Corporation’s Auditors, before an audit commences, the nature and scope of the audit, and other relevant matters.
4. Review and monitor the independence, objectivity and performance of the Corporation’s Auditors and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements.
5. Review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
6. Discuss problems and reservations arising from an audit, and any matters the Corporation’s Auditors may wish to discuss (in the absence of management where necessary).
7. Review the Corporation’s Auditors’ management letter and management’s response.
8. Develop and implement a pre-approval policy on the engagement of the Corporation’s Auditors to supply non-audit services to the Corporation and its subsidiaries, taking into account relevant ethical guidance regarding the provision of non-audit services by the Corporation’s Auditors and the preservation of their independence.
9. Consider the major findings of the Corporation’s Auditors and management’s response, including the resolution of disagreements between management and the Corporation’s Auditors regarding financial reporting.

C. Review of Disclosure Controls & Procedures (“DC&P”) and Internal Controls Over Financial Reporting (“ICFR”)

1. Monitor and review the Corporation’s disclosure policy on an annual basis.
2. In conjunction with each fiscal year end, review management’s assessment of the design and effectiveness of Company’s DC&P including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
3. In conjunction with each fiscal year end, review management’s assessment of the design and effectiveness of the Corporation’s ICFR including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
4. Review and discuss any fraud or alleged fraud involving management or other employees who have a role in the Corporation’s ICFR and the related corrective and disciplinary action to be taken.
5. Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure, in the MD&A, on a quarterly basis.
6. Review and discuss with the CEO and the CFO the procedures undertaken in connection with CEO and CFO certifications for the annual and interim filings with the securities commissions.

7. Review the adequacy of internal controls and procedures related to any corporate transactions in which directors or officers of the Corporation have a personal interest, including the expense accounts of senior officers of the Corporation and officers' use of corporate assets.

D. Review of the Corporation's Financing and Insurance

1. Review the adequacy of the Corporation's insurance policies.
2. Review all major financings of the Corporation and its subsidiaries and annually review the Corporation's financing plans and strategies.

E. Financial Risk Management

1. Review with the CEO and CFO and the Corporation's Auditors their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures.
2. Review current and expected future compliance with covenants under any financing agreements.
3. Review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Corporation to the risk of a material financial loss.
4. Report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Corporation.

F. Establishment of Procedures for the Receipt and Treatment of Complaints regarding Accounting, Internal Accounting Controls, or Auditing Matters

Establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;
- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- (c) the investigation of such matters with appropriate follow-up action.

G. Corporate Governance

The Committee may, if requested:

- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management; and
- (b) review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures.

H. Complaints and Employee Submissions

1. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

VI. COMMITTEE EFFECTIVENESS PROCEDURES

The Committee shall review its Charter on an annual basis, or more often as required, to ensure that they remain adequate and relevant, and incorporate any material changes in statutory and regulatory requirements and the Corporation's business environment.

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, management, the Corporation's Auditors and other members of the Board to provide input in order to address emerging issues.

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed at least five business days in advance of the respective meeting to allow Committee members sufficient time to review and understand the information.

The Committee shall conduct an annual self-assessment of its performance and this charter, and shall make recommendations to the Board with respect thereto.

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Corporation.

New Committee members shall be provided with an orientation program to educate them on the Corporation, their responsibilities and the Corporation's financial reporting and accounting practices.

VII. ADOPTION AND EFFECTIVENESS

This Charter was first adopted March 19, 2019.

SCHEDULE “B”

CORPORATE GOVERNANCE DISCLOSURE

LEVELJUMP HEALTHCARE CORP.

The following description of the corporate governance practices of the Corporation is provided further to National Instrument 58-101 on “Disclosure of Corporate Governance Practices” (“NI 58-101”) and the disclosure prescribed for “Venture Issuers” such as the Corporation.

1. Board of Directors

The Board presently consists of four members. The Board believes that a group of four directors is sufficiently large to allow for the breadth of experience critical to the Board’s understanding of the issues facing the Corporation, while still small enough to allow for effective decision-making.

The Guidelines emphasize the importance of the composition and independence of corporate boards. An “independent director”, as defined in the Guidelines, is a director who is independent of management and is free from any interest or relationship which could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Corporation other than interests and relationships arising from shareholding. In applying such criteria to the Corporation, three of the Corporation’s four directors are “independent”. Mitchell Geisler, as the President and Chief Executive Officer is a related director.

With exception of the Chair of the Audit Committee who receives fixed compensation for the review of interim and annual financial reports, none of the other Directors work in the day-to-day operations of the Corporation, are parties to material contracts with the Corporation or receive fees from the Corporation, other than directors’ fees. The members of the Board of Directors have been chosen on the basis of their skill, expertise and experience in the operation of commercial enterprises, as well as their ability to actively contribute on the broad range of issues with which the Board of Directors must consider.

The Corporation does not have a detailed written description of powers and responsibilities of the members of management or the Board. The Board’s independent directors are of the view that no such descriptions are necessary in the Corporation’s circumstances. The non-management directors believe that their equal representation on the Board, their knowledge of the Corporation’s business and their independence are sufficient to facilitate the functioning of the Board independently of management.

2. Directorships

The following table sets out details of directorships held by each director or nominee in other public issuers:

<u>Name of Director</u>	<u>Name of Reporting Issuer</u>	<u>Exchange</u>	<u>Position</u>
Mitchell Geisler	N/A	N/A	N/A
Robert Landau	N/A	N/A	N/A
Sandra J. Hall	Good2GoRTO Corp.	TSXV	Director
Jeffrey Stevens	Psyched Wellness Ltd. Global UAV Technologies Ltd.	CSE CSE	C.E.O. and Director Director

Board Mandate

The Board does not have a written mandate; however, the Board is aware that it is responsible for stewardship of the Corporation and engages with management of the Corporation in overseeing the Corporation’s affairs.

3. Orientation and Continuing Education

The Board ensures that each new nominee has the competencies, skills and personal qualities required to perform his duty properly, and management does provide informal orientation and education to new directors respecting the

history, business, corporate strategy, and current issues with the Corporation. However, the Board does not have any formal policies with respect to the orientation of new directors, nor does it take any measures to provide continuing education for the directors. At this stage of the Corporation's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place. The Board provides continuing education to the directors through open discussions at all meetings including discussion with the Corporation's management to give the remaining directors additional information on the Corporation's business.

4. Ethical Business Conduct

The Board of Directors has not adopted a formal written code of ethics. The Board expects that fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as provisions under corporate legislation for required disclosures by directors and senior officers to the Corporation of transactions with the Corporation in which they may have an interest and of any other conflicts of duties and interests, are sufficient to ensure that these persons conduct themselves in the best interests of the Corporation.

5. Nomination of Directors

The size of the Board is reviewed annually when the Board considers the number of directors to recommend for election at the annual meeting of Shareholders. The Board takes into account the number of directors required to carry out the Board duties effectively, and to maintain a diversity of view and experience.

6. Director Compensation

The Board is of the view that the Corporation's present practice of compensating directors through the issuance of stock options and the payment of directors' fees, is appropriate in the Corporation's circumstances and effective in synchronizing the interests of the directors with those of the shareholders. The rate of compensation is determined by all board members.

The Board of Directors as a whole periodically reviews the adequacy and form of compensation of the directors and the President and CEO to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and officer, respectively.

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of Directors with the return to shareholders.

7. Other Board Committees

The Board has no standing committees other than the Audit Committee.

8. Assessments

The effectiveness of the Board of Directors as a whole, any committee of the Board and individual directors is assessed on an ongoing basis by both the Board and senior management.

9. Diversity Disclosure

Background

On May 1, 2018, amendments were made to the *Canada Business Corporations Act* (the "CBCA"), the governing corporate legislation of the Corporation. These amendments now require the Corporation to provide disclosure relating to its diversity policies and practices relating to its board of directors and senior management team. Supporting regulations were issued on June 22, 2019.

In addition to disclosure as to whether the Corporation has term limits for its directors, the Corporation must disclose, at a minimum, information on the representation of the following four "designated groups" as defined

under the *Employment Equity Act*: women, Indigenous peoples (First Nations, Inuit and Métis), persons with disabilities; and members of “visible minorities”.

Prescribed Information

The following is the prescribed information required under the amendments to the CBCA and the Corporation’s response thereto:

Term limits.

The Corporation does not have term limits for its directors and has chosen not to adopt any at this time. The reason is that term limit policies are, in part, based on the premise that the business activities of a company are continuous and that refreshment of the board of directors and senior management is a way to help maintain the efficacy of these business activities. In the Corporation’s case, it has only recently commenced operations as public company in the telemedicine field (December 2020) and is still in the process of establishing its business with its current board of directors. Any term limit policy adopted at this time could inhibit the board’s ability to meet its growth targets.

The Corporation will consider adopting term limits when it is more firmly established as a senior issuer.

Written Diversity Policy.

The Corporation has not adopted a specific written policy regarding the identification and nomination of designated groups as directors at this time. As in the case of director term limits, due to the early stage of development of the Corporation as a public company, a written policy regarding the identification and nomination of designated groups at this time could inhibit the ability of the current board to meet the Corporation’s growth targets.

Nominating Committee and Level of Representation of Designated Groups.

The Corporation and its board of directors currently do not specifically consider the level of representation of designated groups on either the board or in members of senior management. The Board generally identifies, evaluates and recommends candidates to become members of the Board or senior management with the goal of creating a Board or senior management team that, as a whole, consists of individuals with various and relevant career experience, industry knowledge and experience, and financial and other specialized expertise.

As stated above, as the Corporation has only recently commenced operations as a public company. Once it becomes more established as a senior issuer, it will specifically consider the representation of designated groups as candidate members of the board or senior management positions.

Target Numbers or Percentages of Designated Groups.

The Corporation has not adopted any target numbers or percentages for members of a designated group to be either directors or members of senior management at this time although the board does have one (1) woman director representing 25% of the board. There are no other director nominees or executive officers who are part of the designated group. As stated above, due to its relatively early stage of development as a public company, the adoption of such targets could inhibit the ability of the Corporation to meet its growth targets.

SCHEDULE “C”

STATEMENT OF EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102.

For the purpose of this Statement of Executive Compensation:

“Corporation” means **Leveljump Healthcare Corp.**;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Corporation or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Corporation, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Corporation, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Corporation or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation thereof to each NEO and each director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation:

Table of compensation excluding compensation securities						
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
James C. Cassina ⁽¹⁾ President, CEO and Director	2019	\$0	\$0	\$0	\$0	\$0
Mitchell Geisler ⁽²⁾ Chairman, CEO and Director	2020	\$168,000	\$0	\$0	\$49,000 ⁽³⁾	\$217,000
Robert Landau ⁽²⁾ CFO and Director	2020	\$168,000	\$0	\$0	\$40,600 ⁽⁴⁾	\$208,000

Notes:

- (1) Mr. Cassina resigned as President, CEO and Director on December 7, 2020, after the Corporation completed its qualifying transactions.
- (2) Mr. Geisler was appointed Chief Executive Officer and Mr. Landau was appointed Chief Financial Officer on December 7, 2020, after the Corporation completed its qualifying transactions.
- (3) This amount includes \$42,000 for bonus and \$7,000 for vacation pay.
- (4) This amount includes \$33,600 for bonus and \$7,000 for vacation pay.

External Management Companies

There are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or senior officers of the Corporation.

Stock Options and Other Compensation Securities

Option awards are generally awarded to executive officers at commencement of employment and periodically thereafter after taking into consideration, among other things, the number of share options held by an executive officer. Full text of the Option Plan was filed on SEDAR on December 10, 2020. The exercise price for option awards is determined by the Board, provided that such price may not be less than the lowest price permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the Exchange.

The following table sets forth, for each NEO and each director, all stock options outstanding as at December 31, 2020. The Corporation does not have any share-based award plan or other long-term incentive plan.

Compensation Securities							
Issue, conversion or exercise price (\$CAD)	Closing price of security or underlying security on day of grant (\$CAD)	Closing price of security or underlying security at year end (\$CAD)	Expiry date				
Mitchell Geisler CEO, Chairman, Director	Options	1,000,000	15-Dec-20	\$0.45	\$0.40	\$0.41	21-Dec-2023
Robert Landau CFO & Director	Options	1,000,000	15-Dec-20	\$0.45	\$0.40	\$0.41	21-Dec-2023
Jeffrey Stevens Director	Options	500,000	15-Dec-20	\$0.45	\$0.40	\$0.41	21-Dec-2023
Sandra J. Hall Director	Options	500,000	15-Dec-20	\$0.45	\$0.40	\$0.41	21-Dec-2023
G. Michael Newman Director	Options	50,000	15-Dec-20	\$0.45	\$0.40	\$0.41	3-May-2022

During the last financial year, no NEO and no director has exercised any stock options.

Stock Option Plans and Other Incentive Plans

The Corporation's existing Option Plan, with an effective date as of December 8, 2020, provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants, up to 8,072,880 non-transferable options to purchase shares, provided that the number of shares reserved for issuance shall not exceed 20% of the Corporation's then issued and outstanding shares (40,364,400 common shares). The Option Plan was established to assist the Corporation in attracting, retaining and motivating directors, officer, employees and consultants of the Corporation. Full text of the Option Plan was filed on SEDAR on December 10, 2020.

Options may be exercised for a period of up to 10 years from the date of grant at a price not less than the Discounted Market Price on the day of grant. If the Corporation terminates the employment or engagement of a Participant for any reason other than just cause, then the Option may be exercised for a period of up to 12 months, subject to expiry dates of such options, provided that if the cessation of the optionee's position was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such options. The Stock Option Plan provides for vesting provisions for persons performing Investor Relations Activities in stages over 12 months with no more than 1/4 of the options vesting in any three-month period.

Employment, Consulting And Management Agreements

The Corporation and its wholly-owned subsidiary, Canadian Teleradiology Services, Inc. ("CTS"), have entered into employment contracts with Mitchell Geisler and Robert Landau (collectively, the "NEOs") respectively, with the Corporation and CTS each contributing ½ of the aggregate annual salary to each of Messrs. Geisler and Landau. The Employment Agreements between the Corporation and the NEOs were entered on December 8, 2020. The employment contracts between CTS and the NEOs were first entered on May 1, 2019, and as amended in January 2020 and January 2021.

Pursuant to these agreements, Mr. Geisler acts as President and Chief Executive Officer and Mr. Landau acts as Chief Financial Officer of the Corporation and CTS. These agreements shall remain in effect until terminated. The contracts collectively provide an annual salary and extended medical coverage, as well as an annual bonus up to a maximum of 25% of the annual salary. The Corporation may terminate the employment of the NEOs pursuant to the terms and conditions of the contracts, in which case each would be entitled to receive a severance payment equal to: (a) one third of their annual salary if the termination is for cause; or (b) one half of their annual salary if the termination is without cause. Each of Mr. Geisler and Mr. Landau are also issued 500,000 stock options exercisable at \$0.45 per share until December 21, 2023. Both NEOs are also entitled to the reasonable reimbursement of expenses as necessary to perform their duties to the Corporation.

There are no other compensatory contracts other than the agreements disclosed herein.

Oversight and Description of Director and NEO Compensation

The Corporation's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Corporation's business objectives of improving overall corporate performance and creating long-term value for the Corporation's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Corporation. The Corporation's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The Corporation's compensation committee is responsible for the development and monitoring of the Corporation's approach to the compensation of the Corporation's NEOs and directors. The compensation of the NEOs, directors and the Corporation's employees or consultants, if any, is reviewed, recommended and approved by the compensation committee without reference to any specific formula or criteria. NEOs that are also directors of the Corporation are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with applicable corporate legislation.

In making compensation decisions, the compensation committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance, and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the compensation committee based on the level of responsibility and experience of the individual, the relative importance of the position to the Corporation, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior

management is discretionary, depending on, among other factors, the financial performance of the Corporation and the position of a participant.

During the financial year ended December 31, 2020, the Corporation accrued management fees as set out above under the heading “Director and Named Executive Officer Compensation, excluding Compensation Securities”.

For more information regarding the Corporation’s accrued but unpaid management fees and directors’ fees, please refer to the financial statements of the Corporation for the financial years ended December 31, 2020.

Pension Plan Benefits

The Corporation does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.