



MANAGEMENT INFORMATION CIRCULAR

(This information is given as at September 6, 2022 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 Special Meeting (the "Meeting") of the shareholders of the Corporation, to be held on Thursday, October 6, 2022 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 Tuesday, October 4, 2022, 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.

VOTING WILL BE CONDUCTED IN PERSON AND BY PROXY. THE IN-PERSON SEGMENT OF THE MEETING WILL BE HELD IN LINE WITH GOVERNMENT HEALTH RECOMMENDATIONS REGARDING GATHERINGS AND THE COVID-19 PANDEMIC.

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 September 6, 2022, 85,043,229

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 September 6, 2022 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⁾	6,143,562	7.22%
Robert Landau ⁽¹⁾	5,688,563	6.69%
MEDD Medical Imaging Corp. ⁽¹⁾	13,757,987	16.18%
TOTAL	25,589,125	

Note:

(1) MEDD Medical Imaging Corp. is owned 50% by Mitchell Geisler and 50% 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 at the opening 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.

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.

1. APPROVAL OF PREFERRED SHARES AUTHORIZATION

Background

On March 21, 2019, the Corporation was incorporated with the intention of becoming a Capital Pool Company (a “CPC”) as defined under the policies of the TSX Venture Exchange (the “Exchange”). Under the rules of the Exchange, only one single class of common shares of a CPC may be issued and offered to the public. As such, the authorized capital specified in the Corporation’s original articles consisted of only an unlimited number of one class of shares. On February 12, 2020, the Corporation was listed on the Exchange as a CPC.

In December 2020, the Corporation completed a Qualifying Transaction (“QT”) which resulted in the acquisition of Canadian Teleradiology Services Inc. The name of the Corporation was changed to its present form. Since completion of the QT, the Corporation has been expanding its operations through various acquisitions and financings.

Basis of Preferred Share Authorization

As a result of the continued growth of the Corporation’s activities, the Board is of the opinion that it is in the best interests of the Corporation to amend the articles of the Corporation to authorize the issuance of an unlimited

number “blank check” preferred shares, issuable in series, with such rights, privileges, restrictions and conditions as the Board may determine from time to time (“**Preferred Share Authorization**”). The term “blank check” preferred share refers to a class of preferred share for which the designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof are determined by the board of directors of a company.

The Board is of the opinion that establishing a class of “blank check” preferred shares will provide maximum flexibility with respect to future acquisitions and financing transactions. The Board does not presently have intent to issue Preferred Share; however, a “blank check” preferred share is commonly authorized by publicly traded companies and is frequently used as a means of raising capital and effecting acquisitions. In particular, in recent years, smaller companies have been required to utilize senior classes of securities to raise capital, with the terms of those securities being highly negotiated and tailored to meet the needs of both investors and the issuing companies. Such senior securities typically include liquidation and dividend preferences, voting rights, conversion privileges and other rights not found in common shares. The Board presently lacks the authority to issue preferred shares and, accordingly, are limited to issuing common shares or debt securities to raise capital. By authorizing a class of “blank check” preferred shares, the Board will have greater flexibility in structuring transactions. In addition, we may issue preferred shares in connection with such activities as dividends payable in shares of the Corporation, acquisition of other companies or businesses, and otherwise.

Principal Effects of the Preferred Share Authorization

The issuance of preferred shares of the Corporation (the “**Preferred Shares**”) may adversely affect the rights of the holders of Shares. If the Corporation issues Preferred Shares, such Preferred Shares will include certain designations, rights, qualifications, preferences, limitations and terms, any of which may dilute the voting power and economic interest of the holders of Shares. For example, in the absence of a proportionate increase in the earnings and book value, an increase in the aggregate number of outstanding shares caused by the issuance of Preferred Shares would dilute the earnings per share and book value per share of all outstanding Shares. In addition, in a liquidation, the holders of Preferred Shares (the “**Preferred Shareholders**”) may be entitled to receive a certain amount per Preferred Share before the Shareholders receive any distribution. In addition, the Preferred Shareholders may be entitled to vote and such votes may dilute the voting rights of the Shareholders when the Corporation seeks to take corporate action. Preferred Shares also may be convertible into Shares. Furthermore, Preferred Shares could be issued with certain preferences over the Shares with respect to dividends or the power to approve the declaration of a dividend. The aforementioned are only examples of how Preferred Shares, if issued, could result in:

- reduction of the amount of funds otherwise available for payment of dividends on Shares;
- restrictions on dividends on Shares;
- dilution of the voting power of Shares; and
- restrictions on the rights of Shareholders to share in the Corporation’s assets on liquidation until satisfaction of any liquidation preference granted to the Preferred Shareholders.

In addition to financing purposes, we could also issue Preferred Shares that may, depending on the terms of such series, make more difficult or discourage an attempt to obtain control of the Corporation by means of a merger, tender offer, proxy contest or other means. When, in the judgment of the Board, this action would be in the best interests of the Corporation, such Preferred Shares could be used to create voting or other impediments or to discourage persons seeking to gain control of the Corporation. Such Preferred Shares also could be privately placed with purchasers favourable to the Board in opposing such action. In addition, the Board could authorize Preferred Shareholders to vote either separately as a class or with the Shareholders, on any merger, sale or exchange of assets by the Corporation or any other extraordinary corporate transaction. The existence of the additional authorized shares could have the effect of discouraging unsolicited takeover attempts. The issuance of Preferred Shares also could be used to dilute the stock ownership of a person or entity seeking to obtain control of the Corporation should the Board consider the action of such entity or person not to be in the best interests of the Corporation. The issuance of Preferred Shares also could be used to entrench current management or deter an attempt to replace the Board by diluting the number or rights of shares held by individuals seeking to control our company by obtaining a certain number of seats on the Board.

No Rights of Shareholders to Dissent

Effective August 17, 2022, the Corporation was continued into the Province of Ontario pursuant to provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”). Under the OBCA, Shareholders do not have dissent and appraisal rights with respect to the proposed authorization of the issuance of “blank check” preferred shares.

Preferred Share Authorization Resolution

At the Meeting, Shareholders will be asked to consider, and if deemed advisable to pass, with or without variation, a special resolution, in the form set out below subject to such amendments, variations or additions as may be approved at the Meeting, in order to effect the Preferred Share Authorization. The Preferred Share Authorization Resolution must be approved by at least by two-thirds (66-2/3%) of the votes cast by Shareholders present (in person) or represented by proxy at the Meeting (in person) and voting thereon. Notwithstanding the foregoing, even if the Preferred Share Authorization Resolution is approved by Shareholders at the Meeting, the Board may elect not to proceed with the Preferred Share Authorization, at its sole discretion.

“BE IT RESOLVED, AS A SPECIAL RESOLUTION OF SHAREHOLDERS THAT:

1. the articles of the Corporation be amended as Schedule “A” attached to the management information circular of the Corporation dated September 6, 2022, authorizing the issuance of an unlimited number of preferred shares, issuable in series, with such rights, privileges, restrictions and conditions as the board of directors of the Corporation may determine from time to time (the “**Preferred Share Authorization**”);
2. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver or cause to be delivered Articles of Amendment to the Director under the *Business Corporations Act* (Ontario) at such time as the Board determines to implement the Preferred Share Authorization;
3. any one director or officer of the Corporation be and the same is hereby authorized, for and on behalf of the Corporation to execute or cause to be executed, and to deliver or cause to be delivered all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of 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; and
4. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board may revoke such resolution at any time before it is effected without further action by the shareholders.”

The Board recommends that Shareholders vote to approve the authorization to issue “blank check” preferred shares from time to time. Therefore, the Board unanimously recommends that Shareholders vote in favour of the Preferred Share Authorization Resolution. In the absence of contrary instructions, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the Preferred Share Authorization Resolution.

2. 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

Additional information relating to the Corporation can be 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 September, 2022.

BY ORDER OF THE
BOARD OF DIRECTORS

(signed)
Mitchell Geisler
President & Chief Executive Officer

SCHEDULE “A”

ARTICLES OF AMENDMENT

LEVELJUMP HEALTHCARE CORP.

(the “Corporation”)

The articles of the Corporation shall be amended as follows:

1. To increase the authorized capital of the Corporation by creating an unlimited number of Preferred Shares, issuable in series;
2. After giving effect to the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series; and
3. To provide that the rights, privileges, restrictions and conditions attaching to the Common Shares and the Preferred Shares, issuable in series, of the Corporation are as follows:

ARTICLE I

COMMON SHARE PROVISIONS

1.1 DIVIDENDS

Subject to the rights of the holders of Preferred Shares and of any other class of shares ranking senior to the Common Shares, the holders of the Common Shares are entitled to such dividends as the directors of the Corporation may declare from time to time on the Common Shares, in their absolute discretion, in accordance with applicable law. Any such dividends are payable by the Corporation as and when determined by the directors of the Corporation, in their absolute discretion. The directors may also determine whether any such dividend is payable in money or property or by issuing fully paid shares of the Corporation.

1.2 LIQUIDATION

In the event of the liquidation, dissolution or winding-up of the Corporation, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Preferred Shares and of any other class of shares ranking senior to the Common Shares, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

1.3 VOTING

- (a) The holders of the Common Shares are entitled to receive notice of, attend and vote (in person or by proxy) at all meetings of the shareholders of the Corporation except where holders of another class or series are entitled to vote separately as a class or series as provided in the *Business Corporations Act* (Ontario) (the “Act”), applicable securities laws or the rules of any applicable stock exchange. Except as otherwise required by law, the holders of Preferred Shares and the Common Shares will vote together as a single class.
- (b) Each Common Share entitles the holder to one vote at all meetings of shareholders of Common Shares of the Corporation provided that such holder is a holder of Common Shares as of the record date for such meeting.

ARTICLE II

PREFERRED SHARE PROVISIONS

The Preferred Shares shall, as a class, carry and be subject to the rights, privileges, restrictions, conditions and designations hereinafter set forth:

2.1 ISSUABLE IN SERIES

The Preferred Shares may be issued from time to time in one or more series composed of such number of shares and with such preferred, deferred or other special rights, privileges, restrictions, conditions and designations attached thereto as shall be fixed hereby or from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the directors of the Corporation and confirmed and declared by articles of amendment including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue;
- (b) any right of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such right;
- (c) any right of retraction vested in the holders of Preferred Shares of such series and the prices and terms and conditions of any such rights;
- (d) any rights upon dissolution, liquidation or winding-up of the Corporation;
- (e) any voting rights; and
- (f) any other provisions attaching to any such series of Preferred Shares.

2.2 PRIORITY

No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer upon the shares of such series a priority in respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Corporation over the shares of any other series of Preferred Shares. The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and be entitled to a preference and priority over the Common shares and over any other shares of the Corporation ranking junior to the Preferred Shares.